



February 27, 2007

Utah Division of Oil, Gas and Mining
P.O. Box 145801
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114-5801

5-3-56 DLB (Old Well Name – # 4 DLB 12-3-56)
UDWR Surface/Tribal Minerals
NWSW, Section 3-T5S-R6W
Duchesne County, Utah

Diana Whitney, Permitting - Petroleum Technician:

Enclosed please find the original copy of Bill Barrett Corporation's (BBC) application for permit to drill the above captioned well. Montgomery Archeological Consultants conducted a Class III archeological survey for this location, when it was known as the # 4 DLB 12-3-56. The results of this survey have been outlined in Montgomery's report dated December 6, 2006. Based on the findings, a determination of "no historic properties affected" is recommended for this site.

Please contact me at (303) 312-8546 if you need anything additional or have any questions.

Sincerely,

Reed Haddock
Permit Analyst

Enclosures

RECEIVED
MAR 02 2007
DIV. OF OIL, GAS & MINING

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. BIA 14-20-H62-5500
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name UTE INDIAN TRIBE
2. Name of Operator BILL BARRETT CORPORATION		7. If Unit or CA Agreement, Name and No. N/A
3a. Address 1099 18th Street, Suite 2300 Denver CO 80202	3b. Phone No. (include area code) (303) 312-8168 546	8. Lease Name and Well No. # 5-3-56 DLB
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface NWSW, 2362' FSL, 480' FWL At proposed prod. zone SWNW, 1980' FNL, 660' FWL		9. API Well No. Pending 43-013-33566
14. Distance in miles and direction from nearest town or post office* Approximately 14.7 miles southwest of Duchesne, Utah		10. Field and Pool, or Exploratory Wildcat Undesignated
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 480' SHL; 660' BHL		11. Sec., T. R. M. or Blk. and Survey or Area Section 3-T5S-R6W U.S.B.&M.
16. No. of acres in lease N/A		12. County or Parish Duchesne
17. Spacing Unit dedicated to this well 40		13. State UT
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. None w/in 1 mile		20. BLM/BIA Bond No. on file Nationwide Bond #WYB000040
19. Proposed Depth 8479'		21. Elevations (Show whether DF, KDB, RT, GL, etc.) 7437' ungraded ground
22. Approximate date work will start* 06/01/2007		23. Estimated duration 45 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature <i>Reed Haddock</i>	Name (Printed/Typed) Reed Haddock	Date 02/27/2007
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Title Permit Analyst	Name (Printed/Typed) BRADLEY G. HILL	Date 05-14-07
Approved by (Signature) <i>[Signature]</i>	Office ENVIRONMENTAL MANAGER	

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

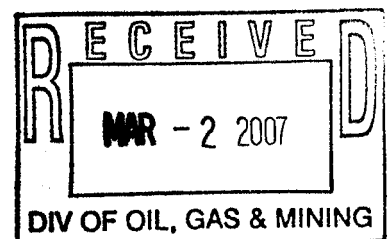
Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on page 2)

Surf 538126X
4435936Y

40.07471A
-110.552874

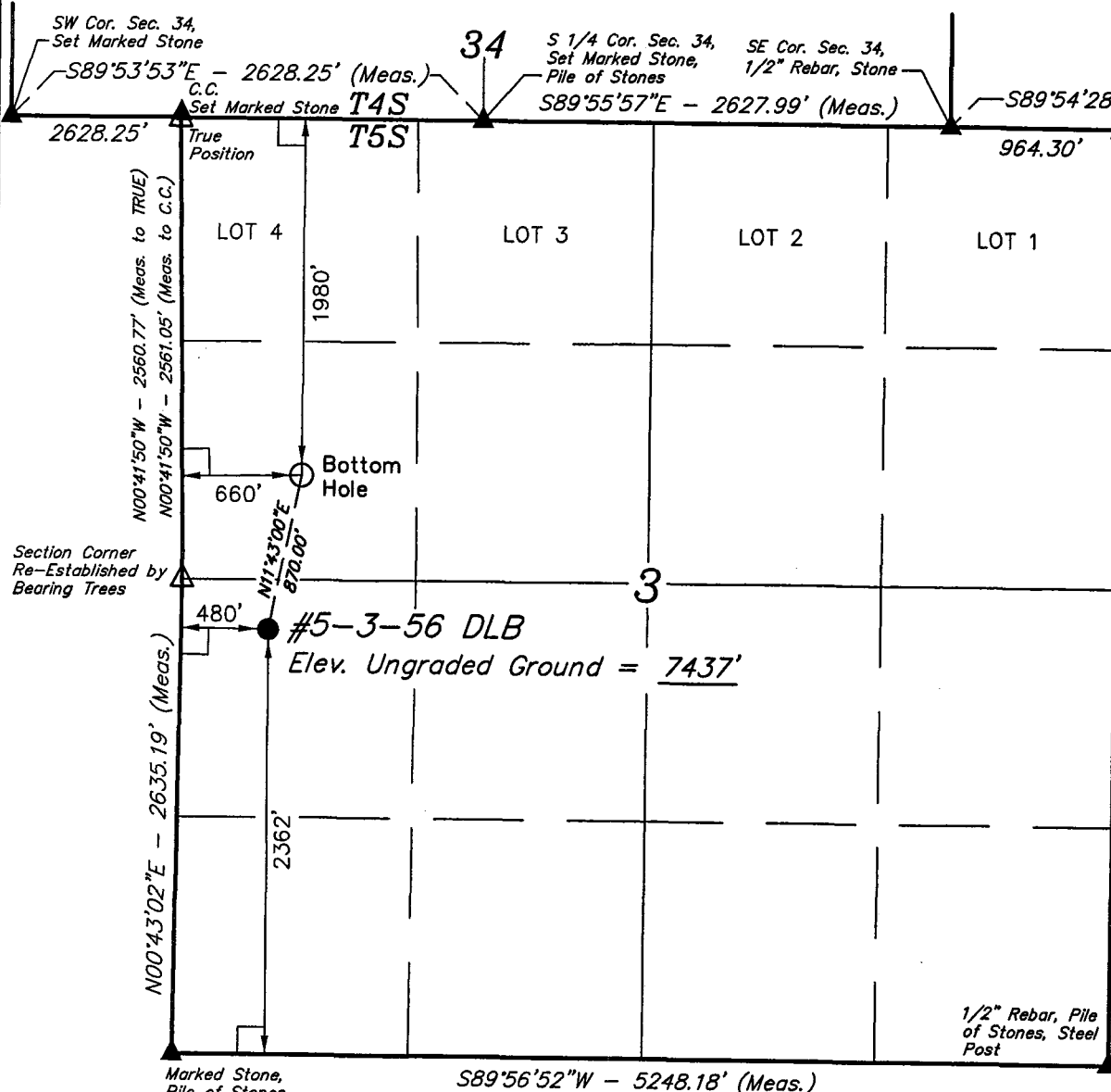
Blk 538183X
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40.073666
-110.552217



T5S, R6W, U.S.B.&M.

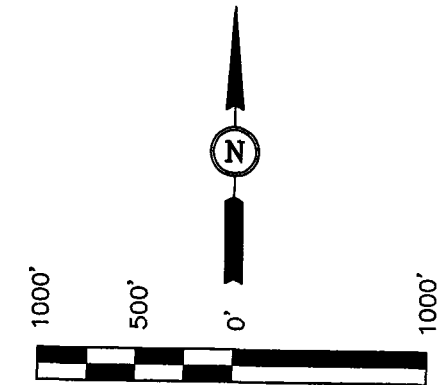
BILL BARRETT CORPORATION

Well location, #5-3-56 DLB, located as shown in the NW 1/4 SW 1/4 of Section 3, T5S, R6W, U.S.B.&M., Duchesne County, Utah.



BASIS OF ELEVATION

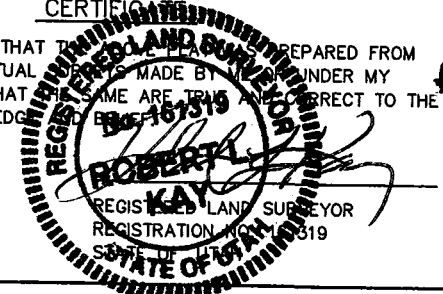
BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE PLAT PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.



REVISED: 12-12-06

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground)

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

(NAD 83)
LATITUDE = 40°04'29.04" (40.074733)
LONGITUDE = 110°33'12.08" (110.553356)
(NAD 27)
LATITUDE = 40°04'29.19" (40.074775)
LONGITUDE = 110°33'09.52" (110.552644)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 07-19-06	DATE DRAWN: 07-20-06
PARTY D.R. A.H. P.M.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BILL BARRETT CORPORATION	

RIGHT-OF-WAY AND EASEMENT AGREEMENT
FOR NATURAL GAS PIPELINE, ROADS AND WELL SITES
DWR Easement Number DUC 0610 EA070

THIS RIGHT-OF-WAY AND EASEMENT AGREEMENT is entered into between the Utah Division of Wildlife Resources, whose address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 ("DWR"), and Bill Barrett Corporation whose address is 1099 18th Street, Suite 2300 Denver, CO 80202 ("BBC").

WHEREAS, DWR owns certain real property known as the Indian Canyon Wildlife Management Area (the "Property") located in Duchesne County, in Northeastern Utah; and

WHEREAS, BBC is desirous of obtaining a right-of-way easement on the Property for the purpose of installing and operating two (2) well locations (the "Wells") and a natural gas transportation pipeline (the "Pipeline") and for associated access roads (the "Roads"), referred to herein collectively as "the Project"; and

WHEREAS, DWR and BBC are collectively referred to herein as the "Parties"; and

WHEREAS, the Parties desire to enter into this Right-of-Way and Easement Agreement (the "Agreement") whereby DWR grants BBC an easement and right-of-way ("Easement") for BBC Project operations over and upon DWR lands.

NOW THEREFORE, in exchange for the mutual consideration, as described below, and other good and valuable consideration, the Parties agree as follows:

A. Operations. To conduct operations in conformance with the Surface Use Plan for Bill Barrett Corporation's 2007-2008 Development Program - Lake Canyon Area, Duchesne County, Utah (the "Surface Use Plan"), attached hereto as Exhibit "C".

B. Easement Location and Description.

1. The length of the Project. The Project length is 32,307.92 feet or 1,958 Rods, and covers 47.503 acres, in the area shown on the general location map attached hereto as Exhibit "A". Distances and surface use for the Project are shown on the Table of Surface Use, attached hereto as Exhibit "A-1".

2. Location of Wells and legal descriptions. The Right-of-Way Easement for the Project is as follows:

the Pipeline and Roads will cover a fifty (50) foot wide construction right-of-way, reduced to a thirty (30) foot wide permanent right-of-way, along and being fifteen (15) feet on either side of the center line depicted on the attached Exhibits "B", "B-1", "B-2", "B-3", "B-4", and "B-5". The two Wells are depicted in Exhibits "B-2", "B-4", and "B-5" and are known as the 5-3-56 DLB well (formerly known as the # 4 DLB 12-3-56) and the 5-27-46 DLB well.

C. Terms and Conditions.

The DWR hereby grants a Right-of-Way and Easement (the "Easement") to BBC over and across the above described lands, subject to the terms and conditions of the Surface Use Plan attached hereto as Exhibit "C".

1. Project Description. This Easement is for the purpose of constructing two (2) well sites, using existing access roads wherever possible, and laying natural gas pipelines on the surface and along the side of existing roads to transport natural gas from the oil and gas wells.
2. Ingress and Egress. The Easement includes reasonable rights of continued ingress and egress over and upon the Project lands for the purpose of construction, installation, operations, and maintenance of the Wells, Pipeline and Roads.
3. Minimizing Surface Disturbance. Excavation, construction, installation, and maintenance operations contemplated hereby are to be carried out in a manner to ensure minimum disturbance to the lands within and adjacent to the Easement.
4. Project Area Restoration. BBC will ensure that immediately following construction and installation of the Project, all disturbed lands not required for continuous use will be graded and restored to original conditions. During the term of the Easement, all existing fences, gates and other structures damaged by BBC will be restored to their original condition before the damage occurred.
5. Noxious Weeds. According to state law, DWR is mandated to control noxious weeds and their spread. BBC shall wash all equipment and vehicles arriving from outside the Unita Basin, to reduce the possibility of off-site introductions of undesirable plant species, prior to entering DWR property. Further, BBC will assume the costs of chemicals, labor, and all other measures needed to prevent and control the spread of noxious weeds along the Project route and on and around the drilling pads of the Wells, throughout the life of the Easement. In the event Project activities result in noxious weed problems after this Easement is terminated, BBC will continue to be responsible for the costs of controlling said noxious weeds until DWR is satisfied with the results and DWR releases BBC from further noxious weed control obligations. Obtaining approved procedures and required permits to control the noxious weeds will be the responsibility of BBC.
6. Re-vegetation. BBC will re-establish vegetation according to the Surface Use Plan.
7. Floods or Fire. In addition to the provisions set forth in C.11 herein, DWR assumes no responsibility or liability and shall be indemnified by BBC for damages and loss to the Property or any BBC facilities as a result of a natural flood event or a wildfire. BBC shall bear full cost and responsibility for flood and erosion damage for which Project construction, development or operations are the proximate cause of such damages. Further, BBC shall bear the full cost and responsibility for wildfires that result from the conduct of its Project operations.

8. Project Costs. All costs of the Project, including surveys, cultural and archeological surveys, and threatened and endangered species surveys which may be required prior to construction, and for re-vegetation of disturbed sites and restoration of all structures, will be borne by BBC.

9. Operation & Maintenance Responsibility. BBC is responsible for operating and maintaining the Project.

10. Compliance with Existing Laws. BBC agrees to comply with all Federal Environmental Protection Agency (EPA) and Utah Division of Oil Gas and Mining (DOGM) rules, regulations, and any other laws, rules or policies governing the construction, operation, and maintenance of the Project.

11. Indemnification. BBC agrees to protect, indemnify, save and hold harmless DWR, its agents and employees, from and against all claims, demands, damages, and causes of action of every kind or character on account of bodily injuries, death, or damage to property arising because of, for, out of, or in any way connected with the performance of BBC under this Agreement, except where such injury, death, or damage has resulted from the sole negligence of DWR without negligence or willful act on the part of BBC, its agents, successors, employees, or subcontractors. BBC shall defend all suits brought upon such claims (that are not deemed the responsibility of DWR as previously described herein) and pay all costs and expenses incidental thereto, but DWR shall have the right, at its option, to participate in the defense incidental thereto without relieving BBC of any obligation hereunder.

12. Easement Term. This Easement shall be for a term of thirty (30) years beginning on the date when all signatures have been affixed hereto. The Easement may be renewed or re-negotiated at any time 6-months prior to its expiration. Such application for renewal or re-negotiation shall be subject to DWR's policy in force at that time.

13. Cancellation. The Easement may be canceled by DWR for failure of BBC to abide by any of the terms and conditions set forth herein, after BBC has been given notice of such default, and if BBC fails to correct the default within 30 days after receipt of the notice. The Easement may be canceled by BBC upon 60 days notice to DWR.

14. Removals and Recovery. Should the Pipeline be abandoned by BBC or its successors (abandonment shall be when the facilities have been unused for their primary purpose, or is no longer in use by BBC or its successors for a period of five (5) years), BBC or its successors will remove from the Project Area all surface equipment and facilities associated with the Pipeline and restore all impacted land and its vegetative cover in accordance with established laws, procedures, policies, guidelines and terms and conditions set forth above in provisions C.4, C.5, and C.6. Said removal and restoration shall be completed within nine (9) months from the time BBC has determined the Pipeline will no longer be used. BBC shall make a diligent and good-faith effort to clean the Pipeline using standard industry practices and technologies available at the time the Pipeline is no longer used to transport natural gas in order to minimize, as much as

reasonably practical, environmental contaminants left on or in the Pipeline. At such time as the Project is no longer operational and has been restored to its natural condition, this Easement as to the Project shall be deemed terminated without cost, loss, or reimbursement by the DWR to BBC for the Easement or any part/portion thereof.

15. Transfer of Easement Privileges and Terms. The privileges, rights, terms and conditions of this Agreement shall apply to any party, their successors and assigns.

16. Bonding. BBC's obligations under this Agreement shall be insured under a Field Reclamation Bond ("Bond"), made payable to the Utah Division of Wildlife Resources in the amount of \$100,000 (One-Hundred Thousand Dollars), bond Number LPM 8874728 issued by Fidelity and Deposit Company of Maryland and attached hereto as Exhibit "D". Bond coverage shall remain in full force and effect until released by DWR.

The amount of bonding coverage may be reviewed from time to time, and shall be reviewed at least every ten (10) years during the term of this agreement to determine if adjustments are required for inflation or for the scope of BBC's cumulative obligations covered by said Bond. In the event it is determined that an adjustment is required, DWR shall provide written notification to BBC, its successors or assigns. Should the use of the bonding funds be required for clean up or restoration, BBC or its successors shall be responsible for any and all funds required for completion of restoration or repair in excess of the bonded amount. The acceptance of restoration and/or repair of DWR lands shall be at the sole discretion of the DWR.

D. Right-of-Way Easement Fee.

The Fee for this Right-of-Way and Easement Agreement is **\$35,245.01**. Payment is due when BBC returns this Agreement to DWR appropriately signed and notarized. This payment is computed as follows:

BBC supplied an Appraisal Report, prepared by Lang Appraisal Service, Inc. and William R. Lang, MAI, dated December 15, 2006. The appraisal meets Uniform Appraisal Standards for Federal Land Acquisitions. Based upon this appraisal, the market value of the subject easement is \$6,500.00, as computed by an analysis of the before and after value of the larger parcel. A per acre value computed at \$120/acre for 47.503 acres, or \$5,643.60, less 10%, is a total fee of \$5,079.24.

The value of the Easement, calculated according to UDWR's fee schedule, is \$35,245.01, computed at \$18/rod for 1,958.056 rods, plus \$120.00/acre (less 10% or \$108.00 per acre) for the Well sites. The Wells sites cover 2.564 acres and 2.933 acres (a total of 5.497 acres) at \$108.00 per acre, or a \$593.60 fee for the two (2) Well sites.

The higher of the two appraisal values is \$35,245.01 plus \$593.60 for the two (2) Well sites, for a total of **\$35,838.69**. Of this total calculation of fees, \$26,879.01.76 (75% of the total) will be credited to the DWR W-113-L program as income. No costs are to be incurred by the Utah Division of Wildlife Resources as a result of this agreement. There shall be no pro rata reimbursement of any payments hereunder should the Project under

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this Agreement terminate before its term has lapsed.

IN WITNESS WHEREOF, the Parties accept the terms and conditions of this Right-of-Way and Easement Agreement, to be made effective on the 13th day of April, 2007.

BILL BARRETT CORPORATION

Duane Zavadi
By: Duane Zavadi

UTAH DIVISION OF WILDLIFE RESOURCES

Cynthia Jensen
By: Financial Manager **DEPUTY DIRECTOR**
5/7/07
Financial Manager, Division of Wildlife Resources

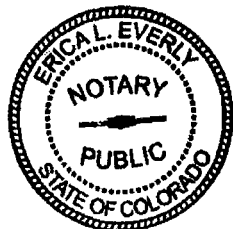
ACKNOWLEDGEMENT

STATE OF COLORADO)
CITY and) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 13th day of April 2007, by Duane Zavadi who swore before me that he is authorized by Bill Barrett Corporation, a Delaware Corporation to sign the within document on behalf of said Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: _____



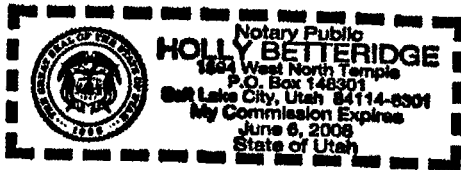
My Commission Expires Feb. 15, 2010

Eric L. Everly
Notary Public
Residing at: Denver

ACKNOWLEDGEMENT

STATE OF UTAH)
) ss.
 COUNTY OF SALT LAKE)

On this 7th day of May, 2007, personally appeared before me Deputy
Cindee Jensen who being first duly sworn, said that he is the Director of
 the Division of Wildlife Resources for the State of Utah, that the foregoing instrument was
 executed pursuant to authority granted him by The Wildlife Resources Code of Utah (23-21-1),
 and he acknowledged to me that he executed the same.



Holly Betteridge
 Notary Public for the State of Utah

Residing at _____

My commission expires June 6, 2008

EXHIBIT A

70 1029

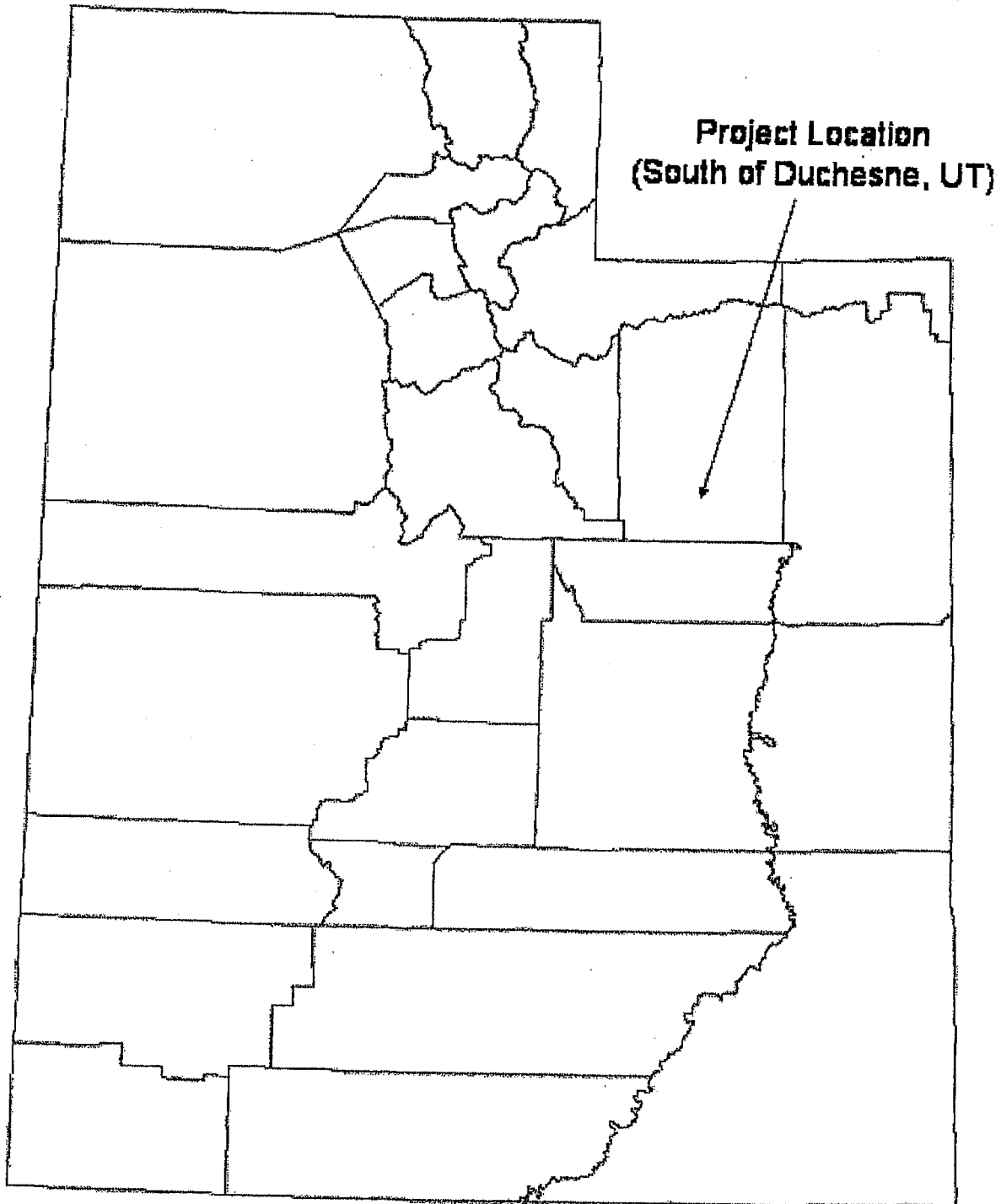


EXHIBIT A-1

70 1029

Bill Barrett Corporation

DWR Surface Use Table

								Submission Date
Subdivision	Section	Township	Range	Distance in feet	Distance in Miles	Acreage	Plats	9-13-06 / 10-20-06
NW/4 SW/4	3	5S	6W	(wellsite)	(wellsite)	2.564	47825 / 32218	9/13/2006
NW/4 SW/4	3	5S	6W	118.48	0.02	0.082	47825	10/20/2006
SW/4 SW/4, E/2 SW/4, SW/4 NE/4	3	5S	6W	4,082.27	0.77	5.62	32218	10/20/2006
S/2 S/2	3	5S	6W	4,299.81	0.81	5.92	32218	10/20/2006
N/2 NW/4	10	5S	6W	827.38	0.16	1.14	32218	12/12/2006
NE/4 NW/4	11	5S	6W	1114.68	0.21	1.535	48071	9/13/2006
NE/4	3	5S	6W	2,783.49	0.53	1.917	32200	9/13/2006
NW/4 NW/4	27	4S	6W	(wellsite)	(wellsite)	2.933	32201	9/13/2006
W/2 NW/4, SW/4 SW/4	27	4S	6W	3,255.26	0.62	4.48	32201	9/13/2006
W/2 W/2, SE/4 SW/4	34	4S	6W	5892.5	1.12	8.12	32201	9/13/2006
W/2 W/2	3	5S	6W	5,179.83	0.98	7.13	32201	10/20/2006
NW/4 NW/4	27	4S	6W	1054.15	0.2	1.45	47963	11/24/2006
SW/4 NW/4	27	4S	6W	700.44	0.13	0.482		11/24/2006
N/2 SW/4	14	4S	6W	2,999.63	0.57	4.13	47958-A	
Distance and acreage totals				32307.92	6.12	47.503		



**CORRIDOR RIGHT-OF-WAY DESCRIPTION ON
STATE OF UTAH DWL LANDS**

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE NE 1/4 SW 1/4 OF SECTION 14, T4S, R6W, U.S.B.&M. WHICH BEARS N52°09'32"W 3296.57' FROM THE SOUTHEAST CORNER OF SAID SECTION 14, THENCE S14°41'57"E 96.19'; THENCE S56°42'33"W 147.86'; THENCE S69°28'14"W 208.93'; THENCE S89°59'57"W 335.83'; THENCE S79°04'44"W 271.28'; THENCE S82°33'05"W 189.54'; THENCE S86°52'16"W 331.82'; THENCE N71°55'11"W 104.03'; THENCE S47°09'40"W 97.53'; THENCE S41°45'57"W 122.50'; THENCE S71°12'38"W 148.22'; THENCE S79°35'25"W 351.37'; THENCE S73°39'33"W 156.76'; THENCE S55°22'09"W 135.37'; THENCE S82°00'56"W 115.20'; THENCE N77°46'37"W 238.72'; THENCE S81°07'34"W 181.76'; THENCE S89°56'37"W 82.88'; THENCE S89°56'37"W 46.41' TO A POINT ON THE WEST LINE OF THE NW 1/4 SW 1/4 OF SAID SECTION 14, WHICH BEARS N00°46'58"E 1770.44' FROM THE SOUTHWEST CORNER OF SAID SECTION 14. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.066 ACRES MORE OR LESS.

FD

-11-

**PIPELINE RIGHT-OF-WAY DESCRIPTION
ON STATE DWL LANDS**

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE NORTH LINE OF LOT 1 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS S89°54'28"E 513.46' FROM THE SOUTHWEST CORNER OF SECTION 35, T4S, R6W, U.S.B.&M., THENCE S60°20'50"W 100.39'; THENCE S56°05'18"W 113.29'; THENCE S45°31'29"W 255.92'; THENCE S35°40'03"W 135.94'; THENCE S29°03'45"W 171.00'; THENCE S24°14'41"W 115.52'; THENCE S20°57'04"W 303.84'; THENCE S28°14'47"W 173.69'; THENCE S35°27'55"W 271.15'; THENCE S39°45'11"W 95.62'; THENCE S43°09'37"W 197.86'; THENCE S52°56'49"W 233.04'; THENCE S45°06'43"W 45.91'; THENCE S38°51'56"W 365.11'; THENCE S22°04'54"W 142.97'; THENCE S68°37'48"E 62.24' TO A POINT IN THE SW 1/4 NE 1/4 OF SAID SECTION 3, WHICH BEARS S26°02'05"W 2388.29' FROM THE SOUTHWEST CORNER OF SAID SECTION 35. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.917 ACRES MORE OR LESS.



CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NW 1/4 SW 1/4 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS N16°27'29"E 2528.10' FROM THE SOUTHWEST CORNER OF SAID SECTION 3, THENCE N78°50'54"E 74.05'; THENCE N63°58'37"E 44.43'; THENCE S30°52'26"E 17.83'; THENCE S19°07'21"E 152.88'; THENCE S11°08'10"E 123.15'; THENCE S17°17'39"E 323.38'; THENCE S12°29'05"E 122.43'; THENCE S06°28'07"E 126.56'; THENCE S36°21'54"E 85.95'; THENCE S03°31'25"W 80.85'; THENCE S13°59'39"W 189.07'; THENCE S26°18'58"W 141.67'; THENCE S17°43'44"W 91.94'; THENCE S29°11'54"W 103.04'; THENCE S03°47'44"W 118.15'; THENCE S01°26'43"E 136.33'; THENCE S04°43'44"W 145.50'; THENCE S01°05'18"W 167.99'; THENCE S61°14'36"E 25.00'; THENCE N28°45'24"E 138.87'; THENCE N44°03'41"E 457.59'; THENCE N29°00'02"E 202.79'; THENCE N51°03'06"E 413.28'; THENCE N39°43'12"E 177.01'; THENCE N49°56'15"E 208.68'; THENCE N47°07'31"E 209.95'; THENCE N25°37'59"E 129.28'; THENCE N38°46'00"W 199.32'; THENCE N14°51'54"W 98.73'; THENCE N33°19'04"E 208.46'; THENCE N49°59'06"E 581.61'; THENCE N43°33'01"E 215.05'; THENCE N73°38'24"E 377.68'; THENCE N65°03'16"E 103.42'; THENCE N25°10'32"E 126.51'; THENCE N77°29'57"E 144.39'; THENCE N57°51'48"E 64.65' TO A POINT IN THE SW 1/4 NE 1/4 OF SAID SECTION 3, WHICH BEARS S22°17'05"W 2248.21' FROM THE SOUTHEAST CORNER OF SECTION 34, T4S, R6W, U.S.B.&M. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 4.358 ACRES MORE OR LESS.

LATERAL SOUTH CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS N65°55'39"E 996.95' FROM THE SOUTHWEST CORNER OF SAID SECTION 3, THENCE S28°45'24"W 148.77'; THENCE S20°46'45"W 29.01'; THENCE S38°43'59"E 214.01'; THENCE S53°20'03"E 135.94' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 3, WHICH BEARS N89°56'52"E 1071.33' FROM THE SOUTHWEST CORNER OF SAID SECTION 3, THENCE S53°20'03"E 93.66'; THENCE S49°53'24"E 192.11'; THENCE N84°44'19"E 125.75'; THENCE N64°44'08"E 259.65'; THENCE N68°12'05"E 156.21' TO A POINT ON THE NORTH LINE OF THE NE 1/4 NW 1/4 OF SECTION 10, T5S, R6W, U.S.B.&M., WHICH BEARS N89°56'52"E 1798.46' FROM THE NORTHWEST CORNER OF SAID SECTION 10, THENCE N68°12'05"E 34.39'; THENCE N59°22'41"E 313.82'; THENCE N54°20'44"E 150.48'; THENCE N62°49'27"E 418.54'; THENCE N78°29'52"E 553.66'; THENCE N78°44'54"E 405.86'; THENCE N79°09'14"E 365.78'; THENCE S71°21'26"E 140.30'; THENCE N87°47'01"E 181.33'; THENCE S81°31'53"E 187.01'; THENCE S86°57'47"E 34.29'; THENCE N84°23'48"E 72.66'; THENCE N77°59'23"E 117.31'; THENCE N68°58'44"E 49.04'; THENCE N50°24'21"E 51.20'; THENCE N44°21'06"E 94.58'; THENCE N41°27'12"E 93.43'; THENCE N42°59'45"E 212.73'; THENCE N69°58'17"E 243.61'; THENCE N89°39'51"E 52.06' TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 3, WHICH BEARS N00°19'48"E 1098.30' FROM THE SOUTHEAST CORNER OF SAID SECTION 3. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.531 ACRES MORE OR LESS.

PB



CORRIDOR RIGHT-OF-WAY DESCRIPTION ON STATE OF UTAH DWL LANDS

A 60' WIDE RIGHT-OF-WAY 30' ON EACH SIDE OF THE
FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE NORTH LINE OF THE NE 1/4
NW 1/4 OF SECTION 11, T5S, R6W, U.S.B.&M., WHICH BEARS
S89°42'29"E 2279.66' FROM THE NORTHWEST CORNER OF SAID
SECTION 11, THENCE S28°47'08"W 108.22'; THENCE S07°38'13"W
191.27'; THENCE S08°15'36"E 231.94'; THENCE S45°15'39"E
88.63'; THENCE S52°53'57"E 167.62'; THENCE S28°22'30"E
162.08'; THENCE S47°07'24"E 166.92' TO A POINT ON THE
EAST LINE OF THE NE 1/4 NW 1/4 OF SAID SECTION 11,
WHICH BEARS S70°16'52"E 2798.37' FROM THE NORTHWEST
CORNER OF SAID SECTION 11. THE SIDE LINES OF SAID
DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED
TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF
BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.535 ACRES
MORE OR LESS.

18



DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 27, T4S, R6W, U.S.B.&M., WHICH BEARS S52°07'36"E 1252.80' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S15°51'01"W 244.89'; THENCE N74°08'59"W 260.00'; THENCE N42°55'53"W 192.94'; THENCE N15°51'01"E 220.00'; THENCE S74°08'59"E 425.00'; THENCE S15°51'01"W 75.11' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.933 ACRES MORE OR LESS.

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON STATE DWL LANDS

A 60' WIDE RIGHT-OF-WAY 30' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 27, T4S, R6W, U.S.B.&M., WHICH BEARS S52°07'36"E 1252.80' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S60°05'40"E 35.50'; THENCE S48°52'26"E 111.39'; THENCE S40°23'32"W 242.79'; THENCE S37°26'55"W 87.19'; THENCE S44°28'32"W 111.38'; THENCE S49°35'08"W 101.31'; THENCE S36°35'38"W 96.11'; THENCE S21°44'00"W 110.27'; THENCE S36°46'21"W 167.98'; THENCE S55°08'45"W 256.59'; THENCE S62°08'55"W 139.72'; THENCE S33°03'15"W 103.05'; THENCE S03°50'02"E 272.06'; THENCE S15°55'19"W 96.39'; THENCE S54°08'52"W 173.39' TO A POINT ON THE WEST LINE OF THE SW 1/4 NW 1/4 OF SAID SECTION 27, WHICH BEARS N00°00'27"W 293.96' FROM THE WEST 1/4 CORNER OF SAID SECTION 27. ALSO, BEGINNING AT A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 27, WHICH BEARS N00°09'05"E 1196.64' FROM THE SOUTHWEST CORNER OF SAID SECTION 27, THENCE S45°25'30"E 175.50'; THENCE S30°32'40"E 19.16'; THENCE S02°28'41"E 203.32'; THENCE S03°02'22"W 280.14'; THENCE S09°12'39"E 151.92'; THENCE S22°41'23"E 162.87'; THENCE S25°29'25"E 304.12' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 27, WHICH BEARS S89°53'25"E 349.88' FROM THE SOUTHWEST CORNER OF SAID SECTION 27, THENCE S24°34'48"E 428.04'; THENCE S11°47'49"E 181.81'; THENCE S09°07'52"W 250.11'; THENCE S25°51'09"W 161.38'; THENCE S39°40'06"W 290.46'; THENCE S25°18'25"W 117.25'; THENCE S14°44'53"E 142.03'; THENCE S17°25'19"W 88.96'; THENCE S07°39'52"W 113.90'; THENCE S28°43'36"W 161.06'; THENCE S06°31'04"W 145.80'; THENCE S19°12'23"E 114.84'; THENCE S39°21'44"E 86.47'; THENCE S33°34'56"E 154.55'; THENCE S13°16'12"E 130.50'; THENCE S18°59'37"E 220.60'; THENCE S36°17'58"E 159.57'; THENCE S18°58'16"E 92.28'; THENCE S05°34'49"E 252.32'; THENCE S14°52'04"E 316.30'; THENCE S12°29'16"E 211.33'; THENCE S09°27'13"E 180.19'; THENCE S10°07'42"E 302.85'; THENCE S00°04'23"W 199.08'; THENCE S22°32'19"W 182.06'; THENCE S01°24'58"E 146.70'; THENCE S44°53'04"E 83.53'; THENCE S54°44'49"E 128.32'; THENCE S49°14'41"E 113.99'; THENCE S40°53'56"E 128.42'; THENCE S52°18'31"E 128.00'; THENCE S53°06'41"E 238.26'; THENCE S42°16'27"E 127.61'; THENCE S21°51'58"E 114.15' TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SW 1/4 OF SECTION 34, T4S, R6W, U.S.B.&M., WHICH BEARS N89°53'53"W 1134.77' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 34, THENCE S15°46'38"E 158.00'; THENCE S25°29'07"E 237.76'; THENCE S07°11'02"E 88.00'; THENCE S13°06'54"W 204.84'; THENCE S04°51'14"W 275.82'; THENCE S04°55'49"W 170.77'; THENCE S21°59'21"W 174.39'; THENCE S15°08'23"W 224.58'; THENCE S17°12'38"W 273.13'; THENCE S00°19'28"W 133.13'; THENCE S02°49'18"E 171.06'; THENCE S11°00'21"W 183.90'; THENCE S25°58'07"E 103.35'; THENCE S62°28'36"E 196.29'; THENCE S47°58'21"E 69.32'; THENCE S30°16'47"E 198.60'; THENCE S30°52'26"E 148.98'; THENCE S19°07'21"E 152.88'; THENCE S11°08'10"E 123.15'; THENCE S17°17'39"E 323.38'; THENCE S12°29'05"E 122.43'; THENCE S06°28'07"E 126.56'; THENCE S36°21'54"E 85.95'; THENCE S03°31'25"W 80.85'; THENCE S13°59'39"W 189.07'; THENCE S26°18'58"W 141.67'; THENCE S17°43'44"W 91.94'; THENCE S29°11'54"W 103.04'; THENCE S03°47'44"W 118.15'; THENCE S01°26'43"E 136.33'; THENCE S04°43'44"W 145.50'; THENCE S01°05'18"W 227.21' TO A POINT IN THE SW 1/4 SW 1/4 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS N67°56'38"E 957.26' FROM THE SOUTHWEST CORNER OF SAID SECTION 3. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 9.969 ACRES MORE OR LESS.

pb

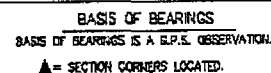


EXHIBIT B-5.a

CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 27, T4S, R6W, U.S.B.&M., WHICH BEARS S52°07'36"E 1252.80' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S60°05'40"E 35.50'; THENCE S48°52'25"E 110.60'; THENCE N35°18'26"E 145.62'; THENCE N12°24'42"E 114.68'; THENCE N00°27'48"W 267.61'; THENCE N04°42'50"W 150.47'; THENCE N14°36'51"E 135.31'; THENCE N28°46'21"E 94.36' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SAID SECTION 27, WHICH BEARS N89°53'18"E 1276.85' FROM THE NORTHWEST CORNER OF SAID SECTION 27. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.726 ACRES MORE OR LESS.

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 27, T4S, R6W, U.S.B.&M., WHICH BEARS S52°07'36"E 1252.80' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S15°51'01"W 244.89'; THENCE N74°08'59"W 260.00'; THENCE N42°55'53"W 192.94'; THENCE N15°51'01"E 220.00'; THENCE S74°08'59"E 425.00'; THENCE S15°51'01"W 75.11' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.933 ACRES MORE OR LESS.

PS

EXHIBIT C

**Surface Use Plan for
Bill Barrett Corporation's
Development Program
Lake Canyon Area
Duchesne County, Utah**

1. Existing Roads:

The Lake Canyon Area is located approximately 12 miles Southwest of Duchesne, Utah and extends from Township 3 South, Range 10 West to Township 5 South, Range 4 West. The specific location of a particular well pad will be shown on maps and described in the site specific APD.

The use of Skitzzy Road is necessary to access the area. Improvements to Skitzzy Road and other existing access roads will be noted in the site specific APD's.

2. Planned Access Roads:

Descriptions of new access road(s) will be included in the site specific APD.

Surface disturbance and vehicular traffic will be limited to the approved location and approved access route. Any additional area needed will be approved in advance with the UDWR.

3. Location of Tank Batteries, Production Facilities, and Production Gathering and Service Lines:

The following guidelines will apply if the well is productive:

All permanent (on site for six (6) months or longer) structures constructed or installed will conform to DOGM standards. All facilities will be painted within six months of installation.

A containment dike will be constructed completely around production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious to fluids, and hold a minimum of 110% of the capacity of the largest tank. Topsoil will not be used for the construction of dike(s).

A description of the proposed pipeline and a map illustrating the proposed route will be submitted with the well site specific APD.

4. **Location and Type of Water Supply**

The Duchesne City Culinary Water Dock located in section 1, T4S-R5W will be used for water supply for drilling and completion operations. Additional water supply sources will be addressed in the site specific APD, indicating the location and type of water supply.

5. **Source of Construction Materials:**

All construction materials for this location site and access road shall be borrowed (local) material accumulated during construction of the location site and access road. No construction materials will be removed from DWR lands. If any gravel is used, it will be obtained from an approved gravel pit.

6. **Methods of Handling Waste Materials:**

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including any salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed.

Unless otherwise specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not allow discharge of liquids.

If it is determined, at the onsite, that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12-millimeters thick. The liner will overlay a felt-liner pad if rock that might tear or puncture the liner is encountered during excavation. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash, scrap pipe, etc. that could puncture the liner will not be disposed of in the pit. Pit walls will be sloped no greater than 2:1. A minimum 2-foot freeboard will be maintained in the pit at all times during the drilling and completion operations. The pit liner will be protected during drilling and completion operations.

Production fluids will be contained in leak-proof tanks. All production fluids will be sold, recycled, or disposed of at approved disposal sites.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical self-contained sanitary-toilet will be onsite during drilling and completions.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig.

Any open pits will be fenced during the operations. The reserve pit fencing will be on three sides before drilling operations start. The fourth side will be fenced as soon as drilling is completed and the rig is removed. The fencing will be maintained until such time as the pits are backfilled.

7. Ancillary Facilities:

Garbage containers and portable toilets are the only ancillary facilities proposed. No additional ancillary facilities are foreseen in the future.

8. Wellsite Layout:

A Location Layout Diagram describing drill pad cross-sections, cuts and fills, and locations of mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and the surface materials stockpile(s) will be included with the site specific APD and developed through a consultant.

9. Plans for Restoration of the Surface:

The dirt contractor will be provided with an approved copy of the surface use plan and these Standard Operating Procedures prior to commencing construction activities.

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production. All reclamation standards will be developed between Bill Barrett Corporation (BBC) and UDWR. Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored as near as possible to its original line of flow.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be cut off at the water or mud line and disposed of at an approved landfill site. The remaining liner will be torn and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting, unless it is determined that this location will be utilized to drill additional wells within 1 year of completing operations.

After the reserve pit has been reclaimed, diversion ditches and water bars will be used to divert precipitation runoff/runoff as appropriate.

Prior to the construction of the location, the top 6 inches or maximum available topsoil material will be stripped and stockpiled. Placement of the topsoil will be noted on the location plat attached to the site specific APD. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit. When all drilling and completion activities have been completed, the unused portion of the location (area outside the deadmen) will be recontoured and the stockpiled topsoil spread over the area.

If topsoil must be stored for more than one year:

It shall be windrowed on the uphill side of the location to prevent any possible contamination. All topsoil will be stockpiled for reclamation in such a way as to prevent soil loss and contamination.

It shall be broadcast seeded with the prescribed seed mixture immediately after windrowing. Seed will be drilled on the contour to an appropriate depth and the stockpile then "walked" with a dozer to cover the seed and roughen the soil to prevent erosion.

Mulching may be considered to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw and hay must be certified to be weed-free and the documentation submitted prior to usage.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road will be scarified and left with a rough surface.

UDWR shall be contacted for the required seed mixture. Seed will be drilled on the contour to an appropriate depth. If broadcast seeded, the amount of seed mixture per acre will be doubled, and a harrow or some other implement will be dragged over the seeded area to assure coverage of the seeds.

At final abandonment, BBC will follow UT-DOGM standards for final well abandonment.

10. **Other Information:**

The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the BBC field representative to ensure compliance.

The operator will control noxious weeds along applied access road authorizations, pipeline route authorizations, well sites or other applicable facilities

Wells drilled during the fire season (June – October) all appropriate precautions shall be instituted to ensure that fire hazard is minimized, including, but not limited to, controlling vegetation and keeping fire fighting equipment readily available during all drilling and completion operations.

Drilling rigs and/or equipment used during drilling operations on locations will not be stacked or stored on UDWR administered lands after the conclusion of drilling operations or at any other time without permission by the UDWR. If UDWR permission is obtained, such storage will only be temporary measure.

Travel will be restricted to approved travel routes.

11. **Bill Barrett Corporation and UDWR Contacts:**

BBC REPRESENTATIVES:

REED HADDOCK, REGULATORY AND PERMITTING; PHONE: (303) 312-8546
SCOT DONATO, ENVIRONMENTAL HEALTH AND SAFETY; PHONE: (303) 312-8191
MONTY SHED, FIELD OPERATIONS; PHONE: (307) 262-1511

UDWR REPRESENTATIVES:

BEN WILLIAMS, UDWR, WILDLIFE RESOURCES; PHONE: (435) 781-5357
BILL JAMES, UDWR, WILDLIFE RESOURCES, MANAGER; PHONE: (801) 538-4745

Exhibit D Field Reclamation Bond

Bond Number LPM8874728

Right-of-Way Bond

KNOW ALL MEN BY THESE PRESENTS, That We Bill Barrett Corporation
of Denver, CO
hereinafter referred to as the Principal, and Fidelity and Deposit Company of Maryland
a corporation organized and existing under the laws of the State of Maryland
and authorized to do business in the State of Utah as Surety, are held and firmly
bound unto State of Utah, Department of Natural Resources, Division of Wildlife
Resources, 159 W. North Temple, Ste 2110, SLC, UT

herein after referred to as Obligor, in the sum of One Hundred Thousand and 00/100 Dollars (\$100,000)
lawful money of the United States of America, to the payment of which sum, well and truly to be made, we
bind ourselves, our executors, administrators, successors and assigns, firmly by these presents.

WHEREAS, the Principal has applied for a license or permit for Right of Way No. DUC 0610 EA070 for the
term beginning the 26th day of January, 2007 and ending the 26th day of January, 2008 to cover the term of said
License or Permit.

NOW, THEREFORE, if said Principal shall faithfully perform all the duties of right-of-way according to the
requirements of the ordinance of said Obligor and protect
said Obligor from any damage as heretofore stated, then
this obligation shall be null and void; otherwise to remain in full force and effect.

THIS BOND WILL continue in force until January 26, 2008, or until the expiration date of any Continuation
certificate signed by Principal and Surety. The surety may at any time terminate its liability by giving thirty
(30) days written notice to the Obligor, and the surety shall not be liable for any default after such thirty-day
notice period, except for defaults occurring prior thereto.

SIGNED, SEALED and DATED this 26th day of January, 2007.

Bill Barrett Corporation

Principal

By: Lynn Boone Henry
Lynn Boone Henry, Vice President-Planning &
Reserves

Fidelity and Deposit Company of Maryland
Surety

By: James M. Forrest
James M. Forrest, Attorney-in-Fact

**Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY**

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, corporations of the State of Maryland, by WILLIAM J. MILLS, Vice President, and GREGORY E. MURRAY, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Companies, which are set forth on the reverse side hereof, and which are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint **W. C. COHEN, JR., Scott T. POST, Richard K. STONE, Bret S. BURTON, Jana M. FORREST, Sandra J. SHRYACK, Tim H. HEFFEL and Erica M. PLUMMER**, all of Wichita, Kansas, **FACTORS** in and to the said Companies, to make, execute, seal and deliver, for, and on its behalf, and as its act and deed, any and all bonds and undertakings, and the execution of such bonds or undertakings in pursuance of the said Companies' shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, MD., in their own proper persons. This power of attorney revokes that issued on behalf of W. C. COHEN, JR., Scott T. POST, Richard K. STONE, Bret S. BURTON, Jana M. FORREST, Sandra J. SHRYACK, Emily R. TERHUNE, Tim H. HEFFEL, Erica M. PLUMMER, dated November 2, 2004.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seals of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, this 22nd day of June, A.D. 2005.

ATTEST:

**FIDELITY AND DEPOSIT COMPANY OF MARYLAND
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY**



Gregory E. Murray
Gregory E. Murray, Assistant Secretary

By: *William J. Mills*
William J. Mills, Vice President

State of Maryland }
City of Baltimore }

On this 22nd day of June, A.D. 2005, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came WILLIAM J. MILLS, Vice President, and GREGORY E. MURRAY, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and say, that they are the said officers of the Companies aforesaid, and that the seals affixed to the preceding instrument is the Corporate Seals of said Companies, and that the said Corporate Seals and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Mario D. Adamski
Mario D. Adamski
Notary Public
My Commission Expires: July 8, 2007

HAZARDOUS MATERIAL DECLARATION

WELL NO. # 5-3-56 DLB - LEASE NO. BIA 14-20-H62-5500

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

DRILLING PLAN

BILL BARRETT CORPORATION
5-3-56 DLB
NWSW, 2362' FSL & 480' FWL, Section 3-T5S-R6W
Duchesne County, Utah

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Duchesne River/Uinta	Surface
Green River	3,700'
Douglas Creek	4,489'
Black Shale	5,166'
Castle Peak	5,446'
Wasatch	6,028' *
North Horn	7,979' *
TD	8,479'

***PROSPECTIVE PAY**

The Wasatch and the North Horn are primary objectives for oil/gas.

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH (FROM) (TO)</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
12 1/4"	surface	850'	9 5/8"	36#	J or K 55	ST&C	New
7 7/8"	surface	8,479'	5 1/2"	17#	N or I 80	LT&C	New

5. Cementing Program

9 5/8" Surface Casing	Approximately 310 sx Halliburton Light Premium with additives mixed at 12.3 ppg (yield = 1.43 ft ³ /sx) circulated to surface with 100% excess
5 1/2" Production Casing	Approximately 180 sx Halliburton Hi-Fill Modified cement with additives mixed at 11.0 ppg (yield = 3.81 ft ³ /sx). Approximately 630 sx Halliburton Light Premium Plus cement with additives mixed at 13.5 ppg (yield = 1.58 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC 900'.

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 850'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
850' – TD	8.6 – 10.6	42-52	15 cc or less	KCL Polymer Fluid System

Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.

7. **BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 850'	No pressure control required
850' – TD	11" 3000# Ram Type BOP 11" 3000# Annular BOP

- Drilling spool to accommodate choke and kill lines;
- Ancillary and choke manifold to be rated @ 3000 psi;
- Ancillary equipment and choke manifold rated at 3,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.

8. **Auxiliary equipment**

- Upper kelly cock; lower Kelly cock will be installed while drilling
- Inside BOP or stab-in valve (available on rig floor)
- Safety valve(s) and subs to fit all string connections in use
- Mud monitoring will be visually observed

9. **Testing, Logging and Core Programs**

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

10. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4631 psi* and maximum anticipated surface pressure equals approximately 2783 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

Bill Barrett Corporation
Drilling Program
5-3-56 DLB
Duchesne County, Utah

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A - (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction: Approximately May 15, 2007

Spud: Approximately June 1, 2007

Duration: 20 days drilling time

45 days completion time



BILL BARRETT CORPORATION

**1099 18th St., Suite 2300
Denver, CO 80202**

Field: Brundage/Lake Canyon
Geological Basin: Uinta
Well Name: General
Location: Duchesne County, UT

KCL Polymer Drilling Fluid Recommendation

Prepared for: Mr. Dominic Spencer

August 17, 2006

Submitted by:
Isaac Womack, Tech. Prof., Baroid product service line, Halliburton
1125 17th St., Suite 1900
Denver, CO 80202
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HALLIBURTON
Baroid

DRILLING PROGRAM BRIEFING

Well total depth : 8,500' TMD

		<u>Hole Size</u>	<u>Casing</u>	<u>Length</u>
Casing design :	Surface	12 1/4"	9 5/8"	750'
	Production	7 7/8"	5 1/2"	8500'

***Fluid density :** 8.3 - 9.0 ppg from 0' to 750'
8.6 - 10.0 ppg from 750' to 8500'

NOTE: Data taken from off-set wells in Duchesne County, UT

*The drilling fluid density schedule is intended as a guideline only. Actual drilling fluid densities should be determined by well bore conditions and drilling parameters.

Estimated drilling days : 0' to 750' = 2 days (12 1/4" Hole)
750' to 8,500' = 16days (7 7/8" Hole)

Total = 18 days

Drilling fluid systems : 0' to 750' - Freshwater Spud Mud
750' to 8,500' - KCL Polymer

Solids control equipment : 0' - 8,500'
- Two Shale Shakers
- Desander / Desilter / Degasser
- One High Speed Centrifuge (if available)

Est. total drilling fluid cost: \$ 17,219.00

DRILLING FLUID PROGRAM SUMMARY

The following drilling fluid systems are proposed for the Brundage Canyon well:

HOLE SIZE (in.)	DRILLING FLUID SYSTEM	FLUID DENSITY (ppg)	INTERVAL LENGTH FROM - TO
12 1/4"	Freshwater spud mud fluid system	8.3 – 9.0	0' to 750'
8 3/4"	KCL Polymer fluid system	8.6 - 10.6	750' to 8,500'

12 1/4" Hole Section (0' to 750' TMD)

A freshwater spud mud drilling fluid system is recommended to drill this interval. Drill out conductor casing shoe with freshwater using additions of AQUAGEL and EZ-MUD to maintain fluid properties, as well as in hi-vi sweeps to facilitate hole cleaning. Pump BARACARB (25/50)/ sawdust sweeps prior to tripping out of the hole. Monitor the drill-string for tight connections. Expect minor to severe lost circulation in this interval. Pump sweeps of saw dust/ BARACARB at 5-10 ppb for minor seepage and sweeps of N-seal at 5 ppb and saw dust at 10 ppb for more severe losses. When total depth (TD) is reached make a wiper trip to the shoe to "clean up" the well bore, a string of 9 5/8" casing will then be set and cemented back to surface.

7 7/8" Hole Section (750' to 8,500' TMD)

After drilling the surface hole section, dump all of the drilling fluid used in the surface interval to the reserve pit. Check reserve pit water to make sure it is acceptable to use for drilling fluid.

Mud up with the following:

- .5 lb./bbl N-Vis P
- 2 lb/bbls ZEOGEL
- .5 lb/bbl BARACOR 700 (or phosphates over 1300 ppm (see corrosion program))
- 3% by volume KCL

Maintain 3% KCL in the reserve pit while drilling this section. (add 3.5 ppb for every 1% increase)

Test for % of KCL

$$((\text{ml of .282 Silver Nitrate added} * 10,000)/3280) = \% \text{KCL}$$

*record and report this concentration on each mud report

Add BARACAT to reserve pit to flocculate out solids. This system should have sufficient YP to keep the hole clean while drilling this interval.

Lost Circulation: Should losses occur while drilling the lateral section add BARACARB (5) OR BARACARB (50) to control. (BARACARB can be acidized) Concentrations of BARACARB will be determined by the losses encountered. Expect increased lost circulation with increases in drilling fluid density. Continue to monitor and record all

Brundage Canyon**Duchesne County, Utah**

instances of gas kicks, water flows and lost circulation, adjust mud weight as needed.

Sweeps of LUBRA-BEADS may help reduce mechanical torque due to the dog-legs.

When lateral has been drilled, circulate the hole clean and run production casing.

Recommended Drilling Fluids Properties							
Drilling Depth (ft)	Fluid Density (lb/gal)	Funnel Viscosity (sec/qt)	API Filtrate (ml)	pH	Plastic Viscosity (cP)	Yield Point (lbs/100ft²)	Low Gravity Solids (% by Vol)
0' – 750'	8.3 - 8.8	26 – 36	NC	7.0- 8.5	0 – 15	0 - 24	< 8
Surface casing: 9 5/8" set at 750' TMD							

- ◆ Spud with freshwater. Circulate through a reserve pit **if possible**.
- ◆ Mix 10.0-ppb AQUAGEL, 1.0 ppb EZ MUD, and 0.5-ppb lime in 50 bbl sweeps to improve well bore cleaning.
- ◆ Mix 1.0 gal. EZ-MUD down drill sting on connections for shale inhibition and optimum drill solids removal by the solids control equipment.
- ◆ Mix sweeps of saw dust/ BARACARB(25/50) at 5-10 ppb for minor seepage and N-seal at 5 ppb and saw dust at 10 ppb for more severe losses.
- ◆ If well bore conditions indicate, mud up to a KCL fluid system as indicated in the production interval.

Drilling Depth (ft)	Fluid Density (lb/gal)	Funnel Viscosity (sec/qt)	API Filtrate (ml)	pH	Plastic Viscosity (cP)	Yield Point (lbs/100ft²)	Low Gravity Solids (% by Vol)
750' – 8,500'	8.6 - 10.6	42 - 52	<20	10.5-12.0	0-15	0-20	< 8
Production casing: 5 1/2" set at 8,500' TMD							

- ◆ Drill out the surface casing shoe with KCL Polymer fluid system.
- ◆ Build initial pH with caustic soda then maintain with lime
- ◆ Additions of 0.5-ppb BARAZAN D can be used to enhance the low end rheology for optimum well bore cleaning and a lower solids drilling fluid.
- ◆ For seepage losses sweep the hole with 10.0-ppb BARACARB (25/50) in sweeps.
- ◆ For more severe losses sweep the hole with 5.0-ppb N-SEAL and 10.0-ppb Saw Dust. If losses can't be controlled, spot an 80.0-ppb HYDRO-PLUG pill across the loss zone(s).
- ◆ Spot pills of LUBRA-BREADS and/or TOURQE-LESS for additional torque and drag reduction as needed in dog-legs.



**Bill Barrett Corporation E-bill
1099 18th Street - Suite 2300
Denver, Colorado 80202**

Brundage Canyon General

Duchesne County, Utah
United States of America

Cementing Recommendation

Prepared for: Dominic Spencer
August 15, 2006
Version: 1

Submitted by:
Pat Kundert
Halliburton Energy Services
1125 17th Street - Suite 1900
Denver, Colorado 80202
+303.886.0839

HALLIBURTON

Job Recommendation

9 5/8" Intermediate

Fluid Instructions

Fluid 1: Water Spacer

Gelled Water Ahead

Fluid Density: 8.33 lbm/gal

Fluid Volume: 20 bbl

Fluid 2: Primary Cement

Premium Plus - Type III

94 lbm/sk Premium Plus - Type III (Cement-api)

0.2 % Versaset (Thixotropic Additive)

2 % Calcium Chloride (Accelerator)

0.25 lbm/sk Flocele (Lost Circulation Additive)

Fluid Weight 14.50 lbm/gal

Slurry Yield: 1.43 ft³/sk

Total Mixing Fluid: 6.89 Gal/sk

Top of Fluid: 0 ft

Calculated Fill: 750 ft

Volume: 66.16 bbl

Calculated Sacks: 259.74 sks

Proposed Sacks: 260 sks

Job Recommendation

5 1/2" Production

Fluid Instructions

Fluid 1: Water Spacer
KCL Water Preflush

Fluid Density: 8.33 lbm/gal
Fluid Volume: 10 bbl

Fluid 2: Lead Cement – (3500 – 750')

Halliburton Hi-Fill Modified

94 lbm/sk Type 5 Cement (Cement)
16 % Bentonite (Light Weight Additive)
0.75 % Econolite (Light Weight Additive)
7.5 lbm/sk Gilsonite (Lost Circulation Additive)
2 lbm/sk Granulite TR 1/4 (Lost Circulation Additive)
3 % Salt (Salt)
0.2 % HR-7 (Retarder)

Fluid Weight 11 lbm/gal
Slurry Yield: 3.81 ft³/sk
Total Mixing Fluid: 23 Gal/sk
Top of Fluid: 750 ft
Calculated Fill: 2750 ft
Volume: 106.07 bbl
Calculated Sacks: 156.32 sks
Proposed Sacks: 160 sks

Fluid 3: Tail Cement – (TD – 3500')

Halliburton Light Premium Plus (Type 5)

3 % KCL (Clay Control)
1 % Econolite (Light Weight Additive)
0.5 % Halad(R)-322 (Low Fluid Loss Control)
0.6 % HR-5 (Retarder)
0.25 lbm/sk Flocele (Lost Circulation Additive)
1 lbm/sk Granulite TR 1/4 (Lost Circulation Additive)

Fluid Weight 13.50 lbm/gal
Slurry Yield: 1.58 ft³/sk
Total Mixing Fluid: 7.77 Gal/sk
Top of Fluid: 3500 ft
Calculated Fill: 6000 ft
Volume: 232.46 bbl
Calculated Sacks: 826.05 sks
Proposed Sacks: 830 sks

Well name:	Brundage / Lake Canyon General
Operator:	Bill Barrett Corporation
String type:	Surface
Location:	Duchesne County, UT

Design parameters:

Collapse

Mud weight: 8.60 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.10

Burst

Max anticipated surface

pressure: 303 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 468 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.80 (J)

Premium: 1.80 (J)

Body yield: 1.80 (B)

Tension is based on buoyed weight.

Neutral point: 655 ft

Environment:

H2S considered? No

Surface temperature: 70.00 °F

Bottom hole temperature: 79 °F

Temperature gradient: 1.22 °F/100ft

Minimum section length: 750 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 8,500 ft

Next mud weight: 9.700 ppg

Next setting BHP: 4,283 psi

Fracture mud wt: 12.000 ppg

Fracture depth: 750 ft

Injection pressure 468 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	750	9.625	36.00	J-55	ST&C	750	750	8.796	53.4
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	335	2020	6.029	468	3520	7.53	24	394	16.72 J

Prepared Dominic Spencer
by: Bill Barrett

Phone: (303) 312-8143
FAX: (303) 312-8195

Date: July 21, 2006
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 750 ft, a mud weight of 8.6 ppg. The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	Brundage / Lake Canyon General
Operator:	Bill Barrett Corporation
String type:	Production
Location:	Duchesne County, UT

Design parameters:
Collapse

Mud weight: 9.70 ppg

Design is based on evacuated pipe.

Minimum design factors:
Collapse:

Design factor 1.125

Environment:

H2S considered?	No
Surface temperature:	70.00 °F
Bottom hole temperature:	186 °F
Temperature gradient:	1.22 °F/100ft
Minimum section length:	1,500 ft

Burst:

Design factor 1.10

Cement top: 2,000 ft

Burst

Max anticipated surface

pressure: 2,697 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 4,787 psi

No backup mud specified.

Tension:

8 Round STC:	1.80 (J)
8 Round LTC:	1.80 (J)
Buttress:	1.60 (J)
Premium:	1.50 (J)
Body yield:	1.50 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 8,103 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	9500	5.5	17.00	N-80	LT&C	9500	9500	4.767	327.4

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	4787	6290	1.314	4787	7740	1.62	138	348	2.53 J

Prepared Dominic Spencer
by: Bill Barrett

Phone: (303) 312-8143
FAX: (303) 312-8195

Date: August 11, 2006
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 9500 ft, a mud weight of 9.7 ppg. The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

**I-80
Performance
Property
Comparison**

Outside Diameter, inch	Weight T & C, lb per ft	Thread Type	I-80 Performance Properties					J-55 Performance Properties					N-80 Performance Properties				
			Collapse, psi	Burst, psi	Tension, 1000 lbs		Maximum Set Depth, feet	Collapse psi	Burst, psi	Tension, 1000 lbs		Maximum Set Depth, feet	Collapse, psi	Burst, psi	Tension, 1000 lbs		Maximum Set Depth, feet
					Pipe Body Yield	Joint Strength				Pipe Body Yield	Joint Strength				Pipe Body Yield	Joint Strength	
4.500	9.50	Short	3900	6380	221	138	6930	3310	4380	152	101	5890	3900	6380	221	143	6930
	10.50	Short	4940	6970	241	173	8780	4010	4790	165	132	7000	4940	6970	241	186	8780
	11.60	Long	6350	7780	267	201	9610	4960	5350	184	162	7760	6350	7780	267	223	10680
5.500	14.00	Short	3620	6210	322	234	6440	3120	4270	222	172	5550	3620	6210	322	243	6440
	15.50	Long	4990	7000	361	282	8870	4040	4810	248	217	7180	4990	7000	361	306	8870
	17.00	Long	6280	7740	397	320	10470	4910	5320	273	247	8060	6280	7740	397	348	11170
7.000	20.00	Short	2740	5440	460	320	4870	2270	3740	316	234	4040	2740	5440	460	331	4870
	23.00	Long	3830	6340	532	428	6810	3270	4360	366	313	5810	3830	6340	532	442	6810
	26.00	Long	5410	7240	604	502	9620	4320	4980	415	367	7680	5410	7240	604	519	9620
8.625	24.00	Short	1430	4290	555	337	2540	1370	2950	381	244	2440	1430	4290	555	346	2540
	28.00	Long	2160	4930	636	478	3840	1880	3390	437	348	3340	2160	4930	636	493	3840
	32.00	Long	3050	5710	732	574	5420	2530	3930	503	417	4500	3050	5710	732	591	5420

**I-80 Dimensions,
Torques and
Hydro-Test
Pressures**

Outside Diameter, inch	Weight T & C, lb per ft	Thread Type	Dimensions, inch					Make-Up Torque			Hydro- Test Pressure, psi
			Wall Thickness	Inside Diameter	Drift Diameter	Coupling Outside Diameter	Make-up Loss	ft x lbs			
								Optimum	Minimum	Maximum	
4.500	9.50	Short	0.205	4.090	3.965	5.000	2.000	1380	1040	1730	5800
	10.50	Short	0.224	4.052	3.927	5.000	2.625	1790	1340	2240	6400
	11.60	Long	0.250	4.000	3.875	5.000	3.000	2190	1640	2740	7100
5.500	14.00	Short	0.244	5.012	4.887	6.050	2.875	2340	1760	2930	5700
	15.50	Long	0.275	4.950	4.825	6.050	3.500	2950	2210	3690	6400
	17.00	Long	0.304	4.892	4.767	6.050	3.500	3350	2510	4190	7100
7.000	20.00	Short	0.272	6.456	6.331	7.656	3.125	3200	2400	4000	5000
	23.00	Long	0.317	6.366	6.250	7.656	4.000	4280	3210	5350	5800
	26.00	Long	0.362	6.276	6.151	7.656	4.000	5020	3770	6280	6600
8.625	24.00	Short	0.264	8.097	7.972	9.625	3.000	3370	2530	4210	3900
	28.00	Long	0.304	8.017	7.892	9.625	4.500	4780	3590	5980	4500
	32.00	Long	0.352	7.921	7.875	9.625	4.500	5740	4310	7180	5200

1. API Bulletin 5C3, Sixth Edition, October 1994 was used to determine the listed properties.
2. The vertical set depth was computed using a 9.625 lb. per U.S. gallon mud, and safety factors of 1.125, 1.0 and 1.8 respectively, for collapse, burst and tension.
3. Products are available plain end and with IPSCO's premium connects QB1 and QB2.
4. As a service, IPSCO offers casing string designs upon request.

The information and data contained herein are accurate to our knowledge, based upon standard industry calculations. Buyers are encouraged to make their own evaluations of the above derived performance properties for their particular use. The specific warranty applicable to these goods is as contained in IPSCO's Order Acknowledgment, Conditions of Sale.



P.O. Box 18
Camanche, Iowa 52730
Phone: (563) 242-0000
Toll Free: 1-800-950-4772

400 505-3rd Street SW
Calgary, Alberta T2P 3E6
Phone: (403) 543-8000
Toll Free: 1-877-780-7560

P.O. Box 1670
Regina, Saskatchewan S4P 3C7
Phone: (306) 924-7700
Toll Free: 1-800-667-1616

5-3-56 DLB Proposed Cementing Program

Job Recommendation

Surface Casing

Lead Cement - (850' - 0')

Halliburton Light Premium
2.0% Calcium Chloride
0.25 lbm/sk Ploy-E-Flake

Fluid Weight: 12.3 lbm/gal
Slurry Yield: 1.43 ft³/sk
Total Mixing Fluid: 10.6 Gal/sk
Top of Fluid: 0'
Calculated Fill: 850'
Volume: 106.67 bbl
Proposed Sacks: 290 sks

Job Recommendation

Production Casing

Lead Cement - (3989' - 850')

Halliburton Hi-Fill Modified
16.0% Bentonite
0.75% Ecpnolite
7.5 lbm/sk Gilsonite
2.0 lbm/sk Granulite TR
3.0% Salt
0.2% HR-7

Fluid Weight: 11.0 lbm/gal
Slurry Yield: 3.81 ft³/sk
Total Mixing Fluid: 23.00 Gal/sk
Top of Fluid: 850'
Calculated Fill: 3,139'
Volume: 121.07 bbl
Proposed Sacks: 180 sks

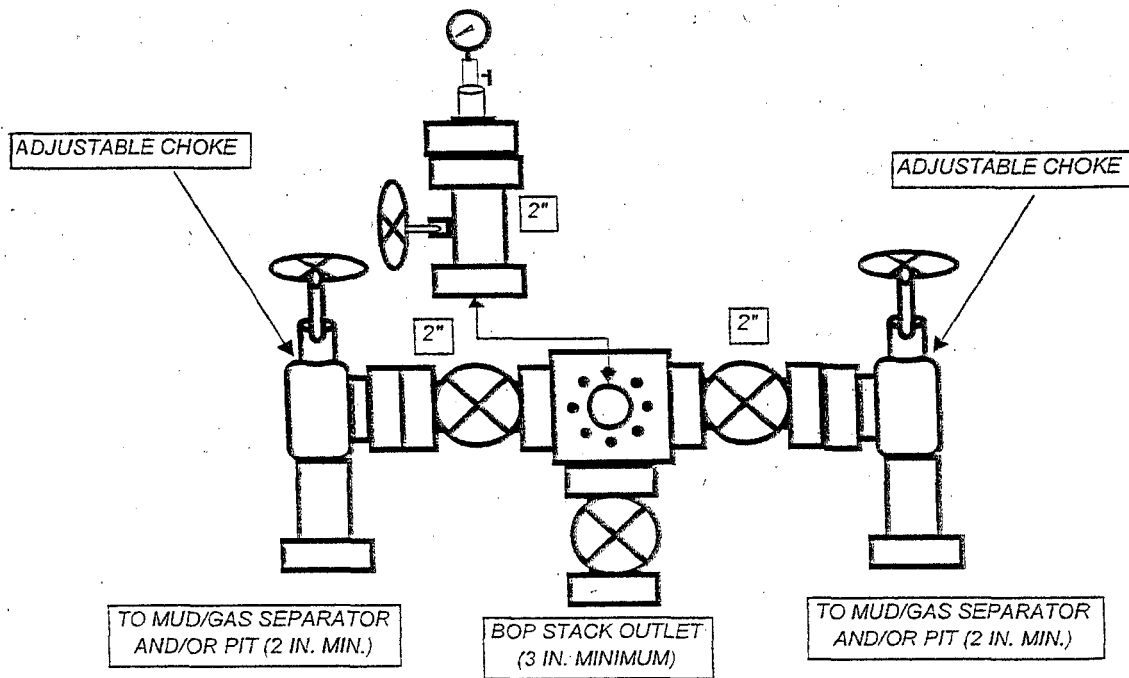
Tail Cement - (8479' - 3989')

Halliburton Light Premium Plus
3.0% KCl
1.0% Econolite
0.5% Halad®-322
0.6% HR-5
0.25 lbm/sk Flocele
1.0 lbm/sk Granulite

Fluid Weight: 13.5 lbm/gal
Slurry Yield: 1.58 ft³/sk
Total Mixing Fluid: 7.77 Gal/sk
Top of Fluid: 3,989'
Calculated Fill: 4,490'
Volume: 173.19 bbl
Proposed Sacks: 630 sks

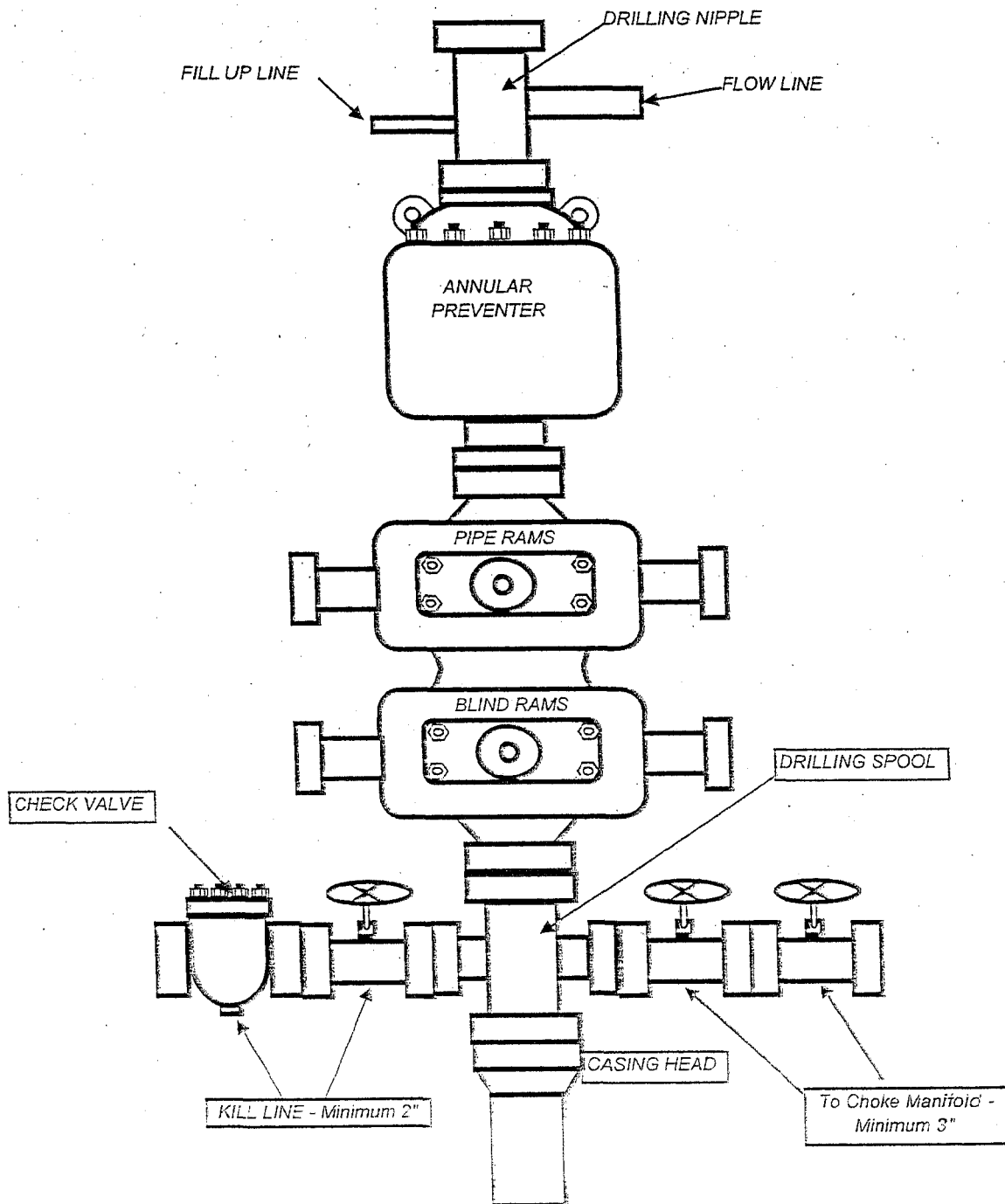
BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. CHOKE MANIFOLD



BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. BLOWOUT PREVENTER





Weatherford

Drilling Services

Proposal



Bill Barrett Corporation

#5-3-56 DLB

DUCHESNE COUNTY, UTAH

WELL FILE: **PLAN 2**

JANUARY 25, 2007

Weatherford International, Ltd.
15710 JFK Blvd. Ste. 700
Houston, Texas 77032 USA
+1.281.260.1300 Main
+1.281.260.4730 Fax
www.weatherford.com



Bill Barrett Corporation

#5-3-56 DLB
SEC 3 T5S R6W
2362' FSL, 480' FWL,
DUCESNE COUNTY, UTAH

SITE DETAILS

#5-3-56 DLB

Site Centre Latitude: 40°04'29.040N
Longitude: 110°33'12.080W

Ground Level: 7435.20
Positional Uncertainty: 0.00
Convergence: 0.61

WELL DETAILS

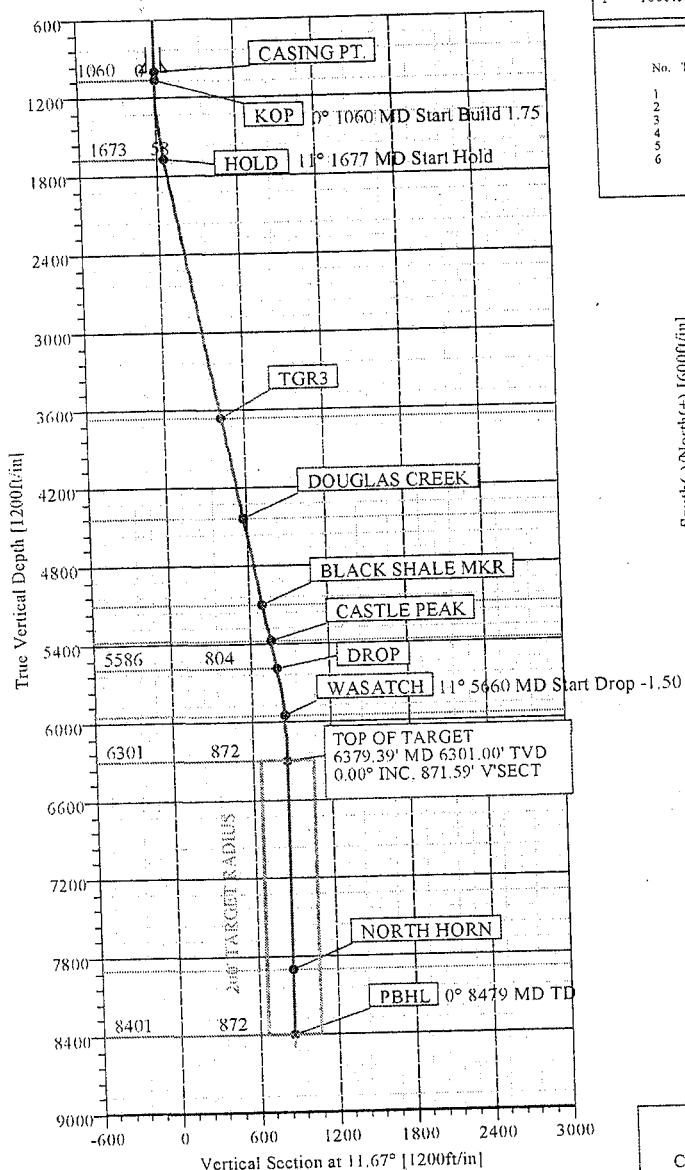
Name	+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
#5-3-56 DLB	0.00	0.00	7197361.77	1905316.45	40°04'29.040N	110°33'12.080W	N/A

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.00	0.00	11.67	0.00	0.00	0.00	0.00	0.00	0.00	KOP
2	1060.00	0.00	11.67	1060.00	0.00	0.00	0.00	0.00	0.00	HOLD
3	1676.92	10.80	11.67	1673.28	56.75	11.73	1.75	11.67	57.95	DROP
4	5659.65	10.80	11.67	5385.51	787.35	162.67	0.00	0.00	803.98	HOLD
5	6379.39	0.00	11.67	6301.00	853.56	176.35	1.50	180.00	871.59	HOLD
6	8479.39	0.00	11.67	8401.00	853.56	176.35	0.00	11.67	871.59	PBHL, #5-3-56

ASSUMED 15' KB ELEVATION

KB ELEVATION: 7450.2'
GR ELEVATION: 7435.2"

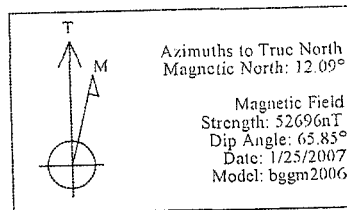
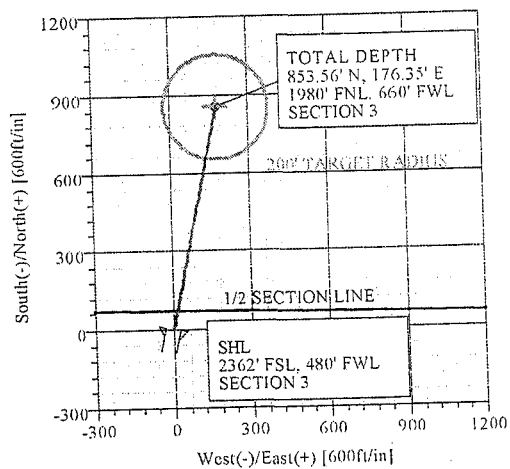


CASING DETAILS

No.	TVD	MD	Name	Size
1	1000.00	1000.00	CASING PT.	0.000

FORMATION TOP DETAILS

No.	TVDPath	MDPath	Formation
1	3661.00	3700.46	TGR3
2	4436.00	4489.43	DOUGLAS CREEK
3	5101.00	5166.41	BLACK SHALE MKR
4	5376.00	5446.36	CASTLE PEAK
5	5951.00	6028.90	WASATCH
6	7901.00	7979.39	NORTH HORN



TOTAL CORRECTION TO TRUE NORTH: 12.09°

Weatherford

Plan: Plan #2 (#5-3-56 DLB/1)

Created By: ROBERT H. SCOTT

Date: 1/25/2007

WEATHERFORD DRILLING SERVICES

WELL PLAN REPORT

Company: BILL BARRETT CORP	Date: 1/25/2007	Time: 16:36:56	Page: 1
Field: DUCHESNE COUNTY, UTAH	Co-ordinate(NE) Reference:	Site: #5-3-56 DLB, True North	
Site: #5-3-56 DLB	Vertical (TVD) Reference:	SITE 7450.2	
Well: #5-3-56 DLB	Section (VS) Reference:	Well (0.00N,0.00E,11.67Azi)	
Wellpath: 1	Survey Calculation Method:	Minimum Curvature	Db: Sybase

Plan: Plan #2	Date Composed: 1/25/2007
Principal: Yes	Version: 1
	Tied-to: From Surface

Field: DUCHESNE COUNTY, UTAH

Map System: US State Plane Coordinate System 1983	Map Zone: Utah, Central Zone
Geo Datum: GRS 1980	Coordinate System: Site Centre
Sys Datum: Mean Sea Level	Geomagnetic Model: bggm2006

Well: #5-3-56 DLB	Slot Name:
Well Position: +N/-S 0.00 ft Northing: 7197361.77 ft	Latitude: 40 4 29.040 N
+E/-W 0.00 ft Easting: 1905316.45 ft	Longitude: 110 33 12.080 W
Position Uncertainty: 0.00 ft	

Wellpath: 1	Drilled From: Surface
Current Datum: SITE	Tie-on Depth: 0.00 ft
Magnetic Data: 1/25/2007	Above System Datum: Mean Sea Level
Field Strength: 52696 nT	Declination: 12.09 deg
Vertical Section: Depth From (TVD)	Mag Dip Angle: 65.85 deg
ft	+N/-S
	+E/-W
	Direction
	deg
0.00	0.00
0.00	0.00
0.00	11.67

Site: #5-3-56 DLB	Height 7450.20 ft
Site Position: Northing: 7197361.77 ft	Latitude: 40 4 29.040 N
From: Geographic	Longitude: 110 33 12.080 W
Position Uncertainty: 0.00 ft	North Reference: True
Ground Level: 7435.20 ft	Grid Convergence: 0.61 deg

Plan Section Information										
MD ft	Incl deg	Azim deg	TVD ft	+N/-S ft	+E/-W ft	DLS deg/100ft	Build deg/100ft	Turn deg/100ft	TFO deg	Target
0.00	0.00	11.67	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1060.00	0.00	11.67	1060.00	0.00	0.00	0.00	0.00	0.00	0.00	
1676.92	10.80	11.67	1673.28	56.75	11.73	1.75	1.75	0.00	11.67	
5659.65	10.80	11.67	5585.51	787.35	162.67	0.00	0.00	0.00	0.00	
6379.39	0.00	11.67	6301.00	853.56	176.35	1.50	-1.50	0.00	180.00	
8479.39	0.00	11.67	8401.00	853.56	176.35	0.00	0.00	0.00	11.67	PBHL_#5-3-36

Survey										
MD ft	Incl deg	Azim deg	TVD ft	N/S ft	E/W ft	VS ft	DLS deg/100ft	Build deg/100ft	Turn deg/100ft	Comment
1060.00	0.00	11.67	1060.00	0.00	0.00	0.00	0.00	0.00	0.00	KOP
1160.00	1.75	11.67	1159.98	1.50	0.31	1.53	1.75	1.75	0.00	
1260.00	3.50	11.67	1259.88	5.98	1.24	6.11	1.75	1.75	0.00	
1360.00	5.25	11.67	1359.58	13.45	2.78	13.73	1.75	1.75	0.00	
1460.00	7.00	11.67	1459.01	23.90	4.94	24.40	1.75	1.75	0.00	
1560.00	8.75	11.67	1558.06	37.32	7.71	38.10	1.75	1.75	0.00	
1660.00	10.50	11.67	1656.65	53.69	11.09	54.82	1.75	1.75	0.00	
1676.92	10.80	11.67	1673.28	56.75	11.73	57.95	1.75	1.75	0.00	HOLD
1760.00	10.80	11.67	1754.89	71.99	14.87	73.51	0.00	0.00	0.00	
1860.00	10.80	11.67	1853.12	90.34	18.66	92.24	0.00	0.00	0.00	
1960.00	10.80	11.67	1951.35	108.68	22.45	110.98	0.00	0.00	0.00	
2060.00	10.80	11.67	2049.58	127.02	26.24	129.71	0.00	0.00	0.00	
2160.00	10.80	11.67	2147.81	145.37	30.03	148.44	0.00	0.00	0.00	
2260.00	10.80	11.67	2246.04	163.71	33.82	167.17	0.00	0.00	0.00	
2360.00	10.80	11.67	2344.27	182.06	37.61	185.90	0.00	0.00	0.00	

WEATHERFORD DRILLING SERVICES

WELL PLAN REPORT

Company: BILL BARRETT CORP	Date: 1/25/2007	Time: 16:36:56	Page: 2
Field: DUCHESNE COUNTY, UTAH	Co-ordinate(NE) Reference:	Site: #5-3-56 DLB, True North	
Site: #5-3-56 DLB	Vertical (TVD) Reference:	SITE 7450.2	
Well: #5-3-56 DLB	Section (VS) Reference:	Well (0.00N,0.00E,11.67Azi)	
Wellpath: 1	Survey Calculation Method:	Minimum Curvature	Dh: Sybase

Survey

MD ft	Incl deg	Azim deg	TVD ft	N/S ft	E/W ft	VS ft	DLS deg/100ft	Build deg/100ft	Turn deg/100ft	Comment
2460.00	10.80	11.67	2442.50	200.40	41.40	204.63	0.00	0.00	0.00	
2560.00	10.80	11.67	2540.73	218.74	45.19	223.36	0.00	0.00	0.00	
2660.00	10.80	11.67	2638.96	237.09	48.98	242.10	0.00	0.00	0.00	
2760.00	10.80	11.67	2737.19	255.43	52.77	260.83	0.00	0.00	0.00	
2860.00	10.80	11.67	2835.42	273.78	56.56	279.56	0.00	0.00	0.00	
2960.00	10.80	11.67	2933.65	292.12	60.35	298.29	0.00	0.00	0.00	
3060.00	10.80	11.67	3031.88	310.47	64.14	317.02	0.00	0.00	0.00	
3160.00	10.80	11.67	3130.11	328.81	67.93	335.75	0.00	0.00	0.00	
3260.00	10.80	11.67	3228.34	347.15	71.72	354.49	0.00	0.00	0.00	
3360.00	10.80	11.67	3326.57	365.50	75.51	373.22	0.00	0.00	0.00	
3460.00	10.80	11.67	3424.80	383.84	79.30	391.95	0.00	0.00	0.00	
3560.00	10.80	11.67	3523.03	402.19	83.09	410.68	0.00	0.00	0.00	
3660.00	10.80	11.67	3621.26	420.53	86.88	429.41	0.00	0.00	0.00	
3700.46	10.80	11.67	3661.00	427.95	88.42	436.99	0.00	0.00	0.00	TGR3
3760.00	10.80	11.67	3719.49	438.87	90.67	448.14	0.00	0.00	0.00	
3860.00	10.80	11.67	3817.72	457.22	94.46	466.87	0.00	0.00	0.00	
3960.00	10.80	11.67	3915.95	475.56	98.25	485.61	0.00	0.00	0.00	
4060.00	10.80	11.67	4014.18	493.91	102.04	504.34	0.00	0.00	0.00	
4160.00	10.80	11.67	4112.41	512.25	105.83	523.07	0.00	0.00	0.00	
4260.00	10.80	11.67	4210.64	530.59	109.63	541.80	0.00	0.00	0.00	
4360.00	10.80	11.67	4308.87	548.94	113.42	560.53	0.00	0.00	0.00	
4460.00	10.80	11.67	4407.09	567.28	117.21	579.26	0.00	0.00	0.00	
4489.43	10.80	11.67	4436.00	572.68	118.32	584.78	0.00	0.00	0.00	DOUGLAS CREEK
4560.00	10.80	11.67	4505.32	585.63	121.00	598.00	0.00	0.00	0.00	
4660.00	10.80	11.67	4603.55	603.97	124.79	616.73	0.00	0.00	0.00	
4760.00	10.80	11.67	4701.78	622.31	128.58	635.46	0.00	0.00	0.00	
4860.00	10.80	11.67	4800.01	640.66	132.37	654.19	0.00	0.00	0.00	
4960.00	10.80	11.67	4898.24	659.00	136.16	672.92	0.00	0.00	0.00	
5060.00	10.80	11.67	4996.47	677.35	139.95	691.65	0.00	0.00	0.00	
5160.00	10.80	11.67	5094.70	695.69	143.74	710.38	0.00	0.00	0.00	
5166.41	10.80	11.67	5101.00	696.87	143.98	711.58	0.00	0.00	0.00	BLACK SHALE MKR
5260.00	10.80	11.67	5192.93	714.03	147.53	729.12	0.00	0.00	0.00	
5360.00	10.80	11.67	5291.16	732.38	151.32	747.85	0.00	0.00	0.00	
5446.36	10.80	11.67	5376.00	748.22	154.59	764.02	0.00	0.00	0.00	CASTLE PEAK
5460.00	10.80	11.67	5389.39	750.72	155.11	766.58	0.00	0.00	0.00	
5560.00	10.80	11.67	5487.62	769.07	158.90	785.31	0.00	0.00	0.00	
5659.65	10.80	11.67	5585.51	787.35	162.67	803.98	0.00	0.00	0.00	DROP
5660.00	10.79	11.67	5585.85	787.41	162.69	804.04	1.51	-1.51	0.00	
5760.00	9.29	11.67	5684.32	804.49	166.21	821.48	1.50	-1.50	0.00	
5860.00	7.79	11.67	5783.21	819.03	169.22	836.33	1.50	-1.50	0.00	
5960.00	6.29	11.67	5882.45	831.03	171.70	848.58	1.50	-1.50	0.00	
6028.90	5.26	11.67	5951.00	837.82	173.10	855.52	1.50	-1.50	0.00	WASATCH
6060.00	4.79	11.67	5981.98	840.49	173.65	858.24	1.50	-1.50	0.00	
6160.00	3.29	11.67	6081.73	847.39	175.08	865.29	1.50	-1.50	0.00	
6260.00	1.79	11.67	6181.63	851.73	175.97	869.72	1.50	-1.50	0.00	
6360.00	0.29	11.67	6281.61	853.51	176.34	871.54	1.50	-1.50	0.00	
6379.39	0.00	11.67	6301.00	853.56	176.35	871.59	1.50	-1.50	0.00	HOLD
6460.00	0.00	11.67	6381.61	853.56	176.35	871.59	0.00	0.00	0.00	
6560.00	0.00	11.67	6481.61	853.56	176.35	871.59	0.00	0.00	0.00	
6660.00	0.00	11.67	6581.61	853.56	176.35	871.59	0.00	0.00	0.00	
6760.00	0.00	11.67	6681.61	853.56	176.35	871.59	0.00	0.00	0.00	
6860.00	0.00	11.67	6781.61	853.56	176.35	871.59	0.00	0.00	0.00	
6960.00	0.00	11.67	6881.61	853.56	176.35	871.59	0.00	0.00	0.00	

WEATHERFORD DRILLING SERVICES

WELL PLAN REPORT

Company: BILL BARRETT CORP Field: DUCHESNE COUNTY, UTAH Site: #5-3-56 DLB Well: #5-3-56 DLB Wellpath: 1	Date: 1/25/2007 Time: 16:36:56 Page: 3 Co-ordinate(NE) Reference: Site: #5-3-56 DLB, True North Vertical (TVD) Reference: SITE 7450.2 Section (VS) Reference: Well (0.00N,0.00E,11.67Azi) Survey Calculation Method: Minimum Curvature Dh: Sybase
--	---

Survey

MD ft	Incl deg	Azim deg	TVD ft	N/S ft	E/W ft	VS ft	DLS deg/100ft	Build deg/100ft	Turn deg/100ft	Comment
7060.00	0.00	11.67	6981.61	853.56	176.35	871.59	0.00	0.00	0.00	
7160.00	0.00	11.67	7081.61	853.56	176.35	871.59	0.00	0.00	0.00	
7260.00	0.00	11.67	7181.61	853.56	176.35	871.59	0.00	0.00	0.00	
7360.00	0.00	11.67	7281.61	853.56	176.35	871.59	0.00	0.00	0.00	
7460.00	0.00	11.67	7381.61	853.56	176.35	871.59	0.00	0.00	0.00	
7560.00	0.00	11.67	7481.61	853.56	176.35	871.59	0.00	0.00	0.00	
7660.00	0.00	11.67	7581.61	853.56	176.35	871.59	0.00	0.00	0.00	
7760.00	0.00	11.67	7681.61	853.56	176.35	871.59	0.00	0.00	0.00	
7860.00	0.00	11.67	7781.61	853.56	176.35	871.59	0.00	0.00	0.00	
7960.00	0.00	11.67	7881.61	853.56	176.35	871.59	0.00	0.00	0.00	
7979.39	0.00	11.67	7901.00	853.56	176.35	871.59	0.00	0.00	0.00	NORTH HORN
8060.00	0.00	11.67	7981.61	853.56	176.35	871.59	0.00	0.00	0.00	
8160.00	0.00	11.67	8081.61	853.56	176.35	871.59	0.00	0.00	0.00	
8260.00	0.00	11.67	8181.61	853.56	176.35	871.59	0.00	0.00	0.00	
8360.00	0.00	11.67	8281.61	853.56	176.35	871.59	0.00	0.00	0.00	
8460.00	0.00	11.67	8381.61	853.56	176.35	871.59	0.00	0.00	0.00	
8479.39	0.00	11.67	8401.00	853.56	176.35	871.59	0.00	0.00	0.00	PBHL_#5-3-36

Targets

Name	Description Dip. Dir.	TVD ft	+N/-S ft	+E/-W ft	Map Northing ft	Map Easting ft	Latitude Deg Min Sec			Longitude Deg Min Sec		
PBHL_#5-3-36		8401.00	853.56	176.35	7198217.14	1905483.75	40	4	37.476 N	110	33	9.811 W
-Circle (Radius: 200)												
-Plan hit target												

Annotation

MD ft	TVD ft	
1060.00	1060.00	KOP
1676.92	1673.28	HOLD
5659.65	5585.51	DROP
6379.39	6301.00	HOLD
8479.39	8401.00	PBHL

Formations

MD ft	TVD ft	Formations	Lithology	Dip Angle deg	Dip Direction deg
3700.46	3661.00	TGR3		0.00	0.00
4489.43	4436.00	DOUGLAS CREEK		0.00	0.00
5166.41	5101.00	BLACK SHALE MKR		0.00	0.00
5446.36	5376.00	CASTLE PEAK		0.00	0.00
6028.90	5951.00	WASATCH		0.00	0.00
7979.39	7901.00	NORTH HORN		0.00	0.00

Casing Points

MD ft	TVD ft	Diameter in	Hole Size in	Name
1000.00	1000.00	0.000	0.000	CASING PT.

BILL BARRETT CORPORATION

#5-3-56 DLB

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 3, T5S, R6W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS

07 28 06
MONTH DAY YEAR

PHOTO

TAKEN BY: D.R.

DRAWN BY: B.C.

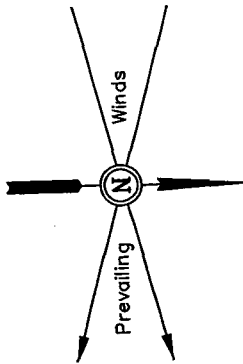
REV: 11-28-06 J.L.G.

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#5-3-56 DLB
SECTION 3, T5S, R6W, U.S.B.&M.
2362' FSL 480' FWL

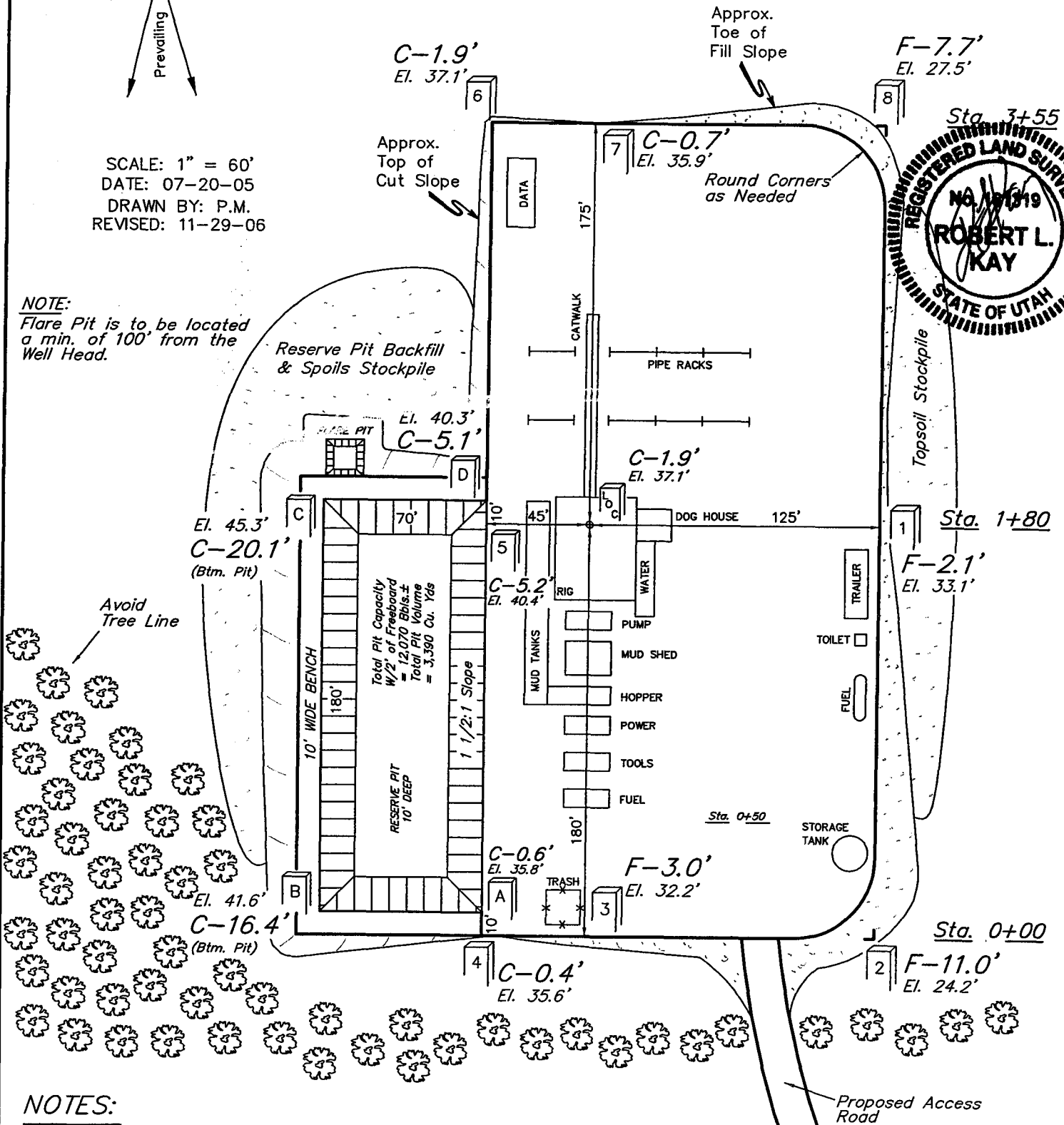
FIGURE #1



SCALE: 1" = 60'
DATE: 07-20-05
DRAWN BY: P.M.
REVISED: 11-29-06

NOTE:
Flare Pit is to be located
a min. of 100' from the
Well Head.

Reserve Pit Backfill
& Spoils Stockpile



NOTES:

Elev. Ungraded Ground At Loc. Stake = 7437.1'
FINISHED GRADE ELEV. AT LOC. STAKE = 7435.2'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

#5-3-56 DLB

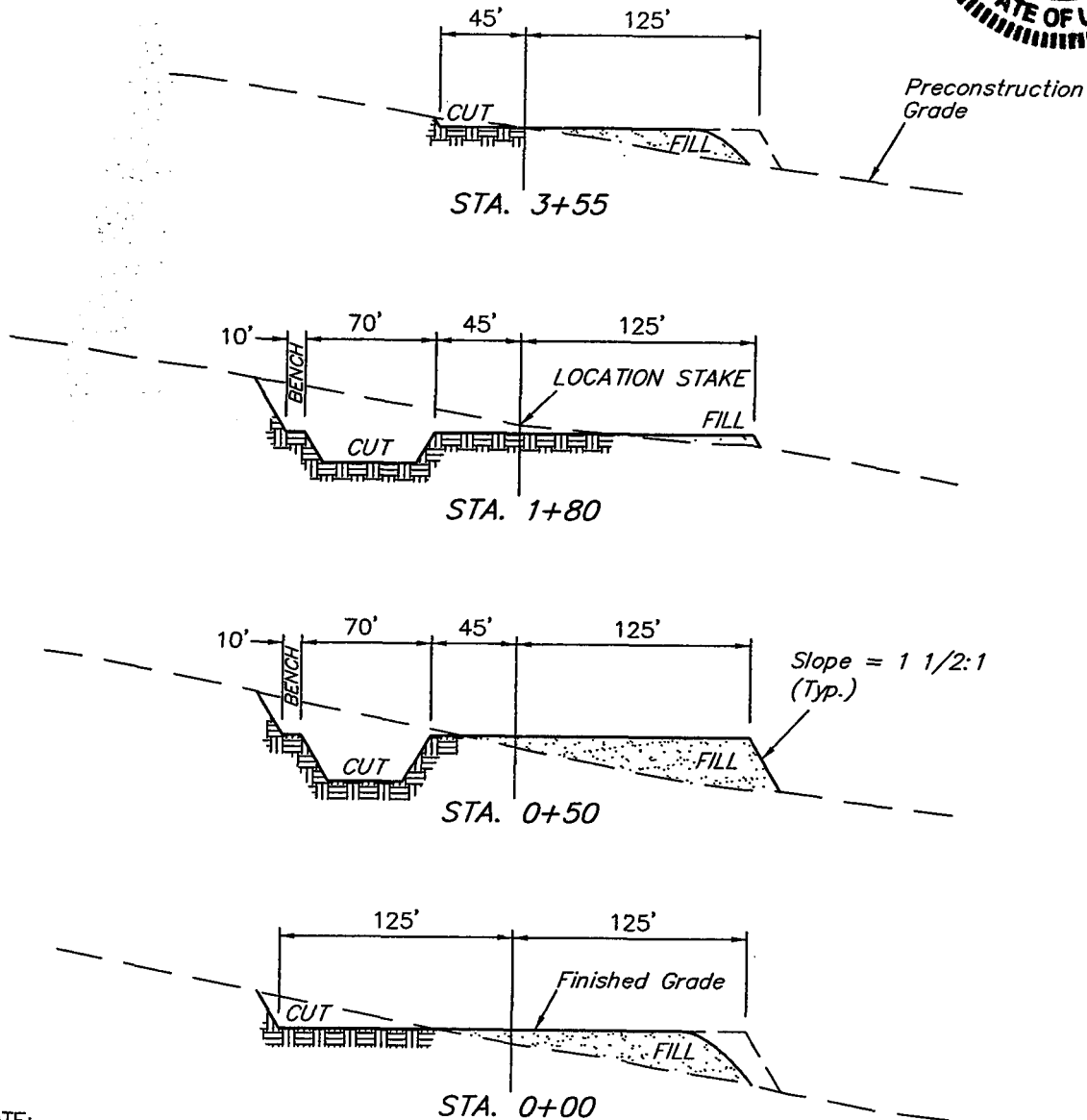
SECTION 3, T5S, R6W, U.S.B.&M.

2362' FSL 480' FWL

FIGURE #2

1" = 40'
X-Section
Scale
1" = 100'

DATE: 07-20-05
DRAWN BY: P.M.
REVISED: 11-29-06



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

* NOTE:

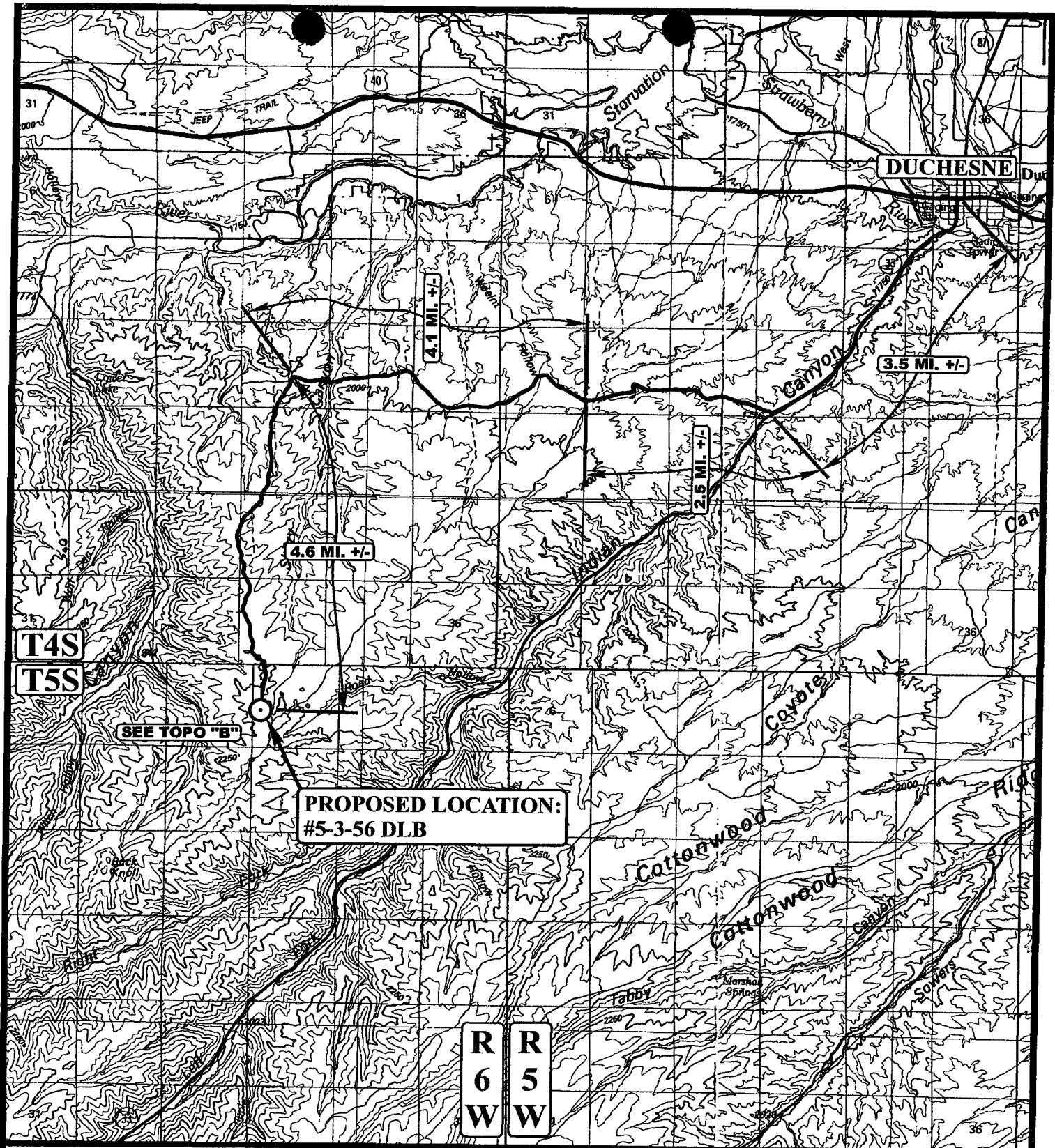
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,680 Cu. Yds.
Remaining Location	= 8,450 Cu. Yds.
TOTAL CUT	= 10,130 CU.YDS.
FILL	= 6,750 CU.YDS.

EXCESS MATERIAL	= 3,380 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,380 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



LEGEND:

○ PROPOSED LOCATION

BILL BARRETT CORPORATION

#5-3-56 DLB

SECTION 3, T5S, R6W, U.S.B.&M.

2362' FSL 480' FWL



Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAG (435) 789-1813

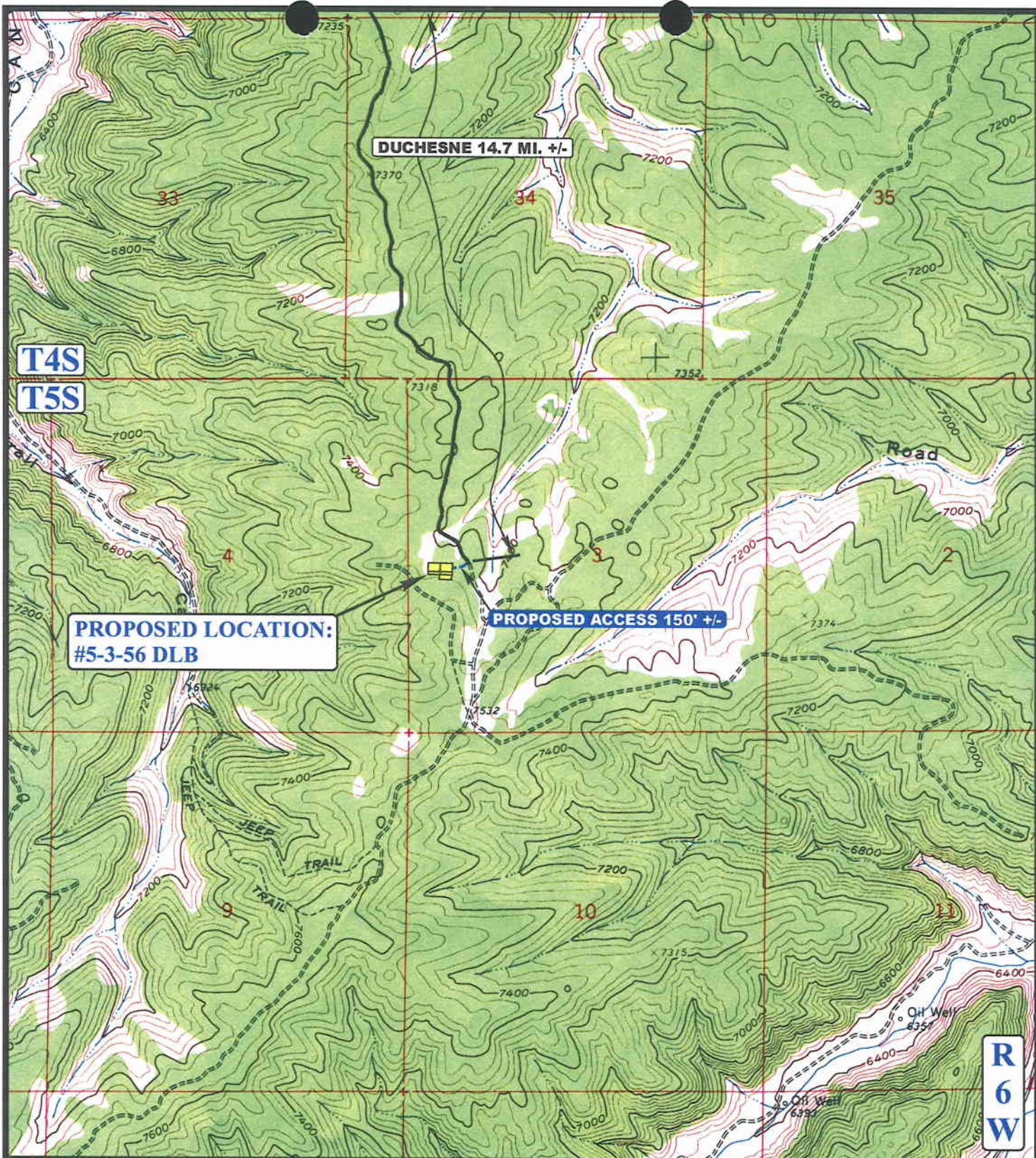


TOPOGRAPHIC
MAP

07 28 06
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: B.C. REV: 11-28-06 J.L.G.





LEGEND:

- EXISTING ROAD
- - - PROPOSED ACCESS ROAD



BILL BARRETT CORPORATION

#5-3-56 DLB

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2362' FSL 480' FWL



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TOPOGRAPHIC
MAP

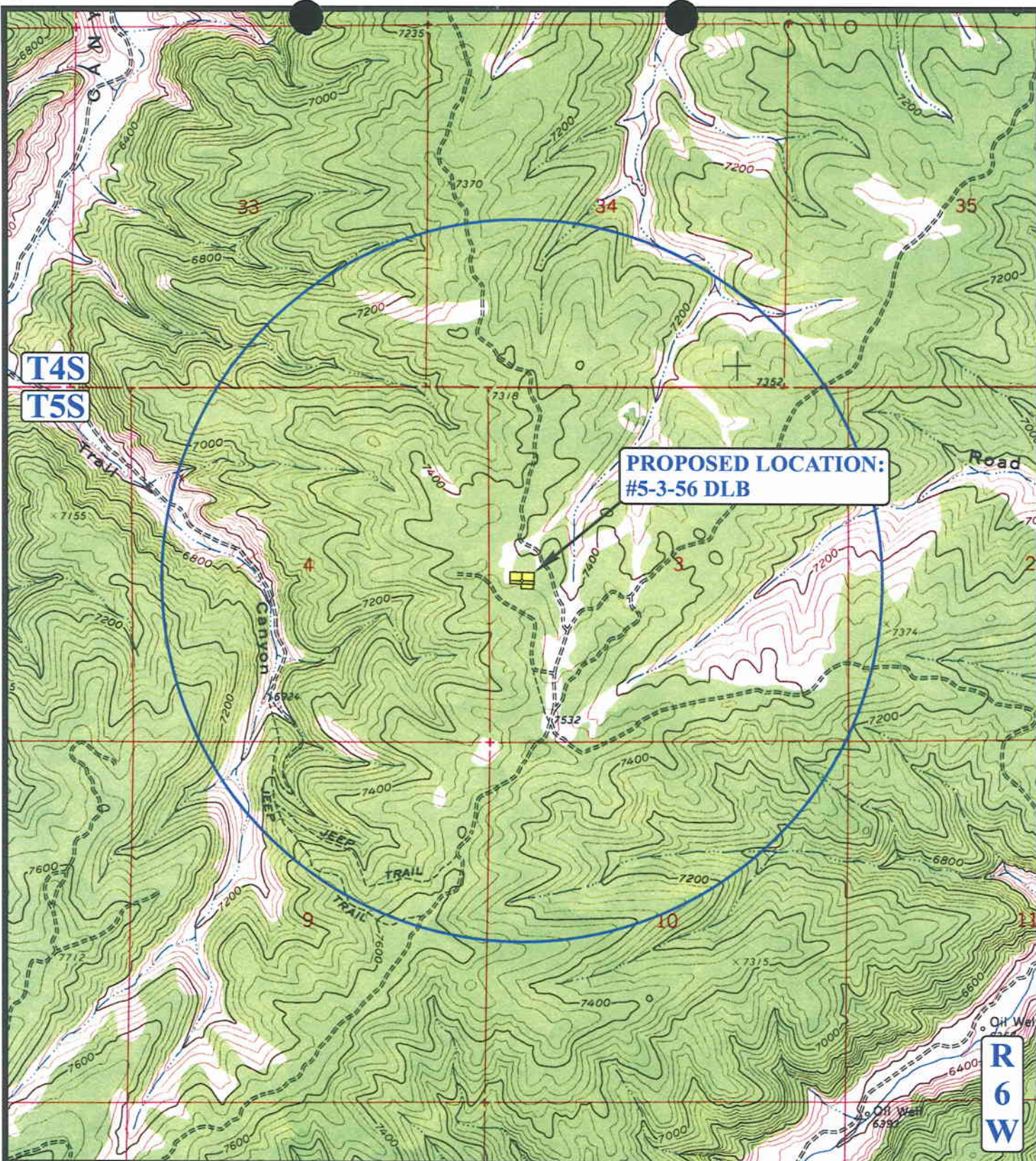
07 28 06
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: B.C.

REV: 11-28-06 J.L.G.

B
TOPO



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED



BILL BARRETT CORPORATION

#5-3-56 DLB
SECTION 3, T5S, R6W, U.S.B.&M.
2362' FSL 480' FWL



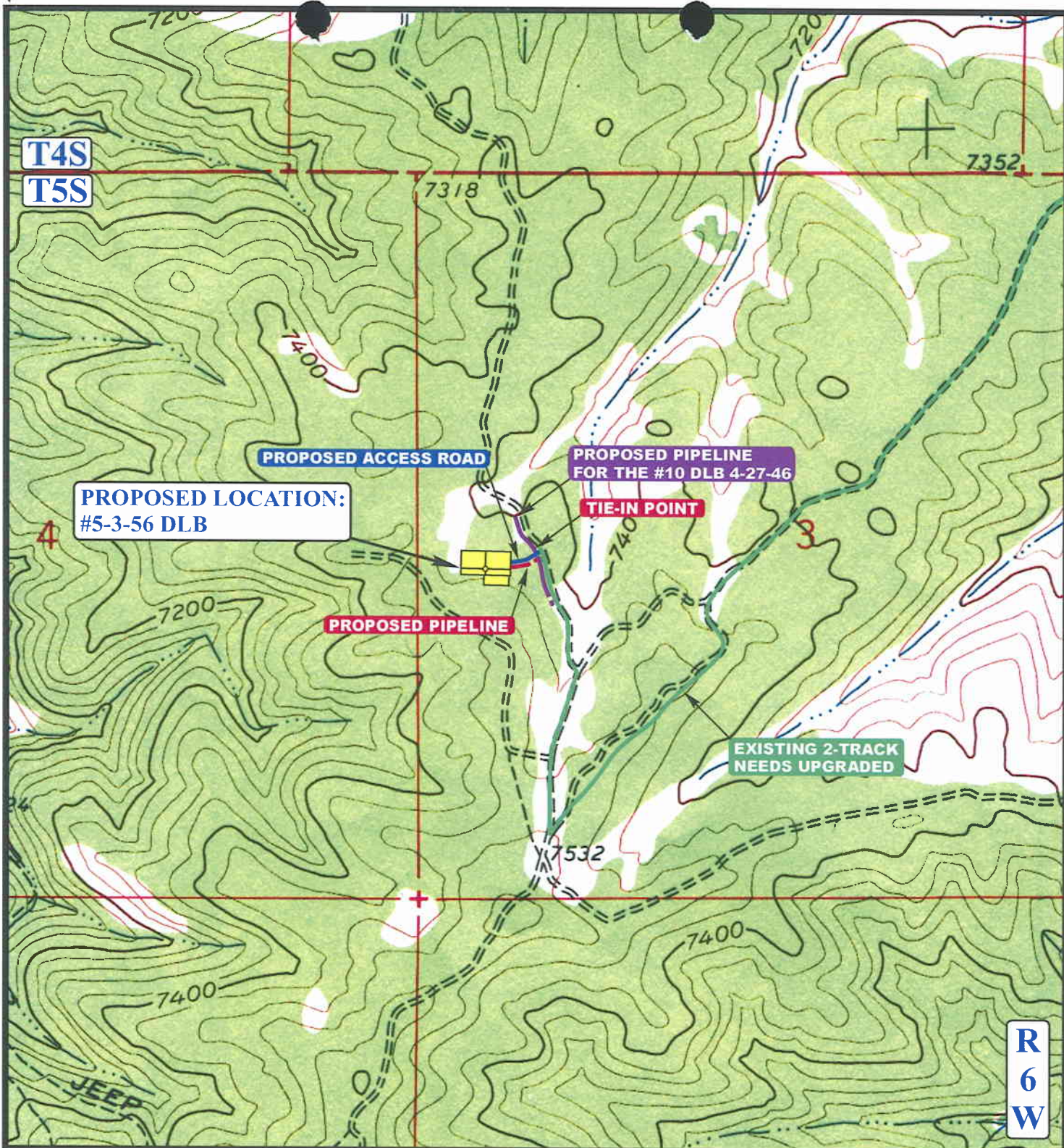
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

07 28 06
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: B.C. REV: 11-28-06 J.L.G.





APPROXIMATE TOTAL PIPELINE DISTANCE = 138' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- - - - PROPOSED PIPELINE
- - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)



BILL BARRETT CORPORATION

#5-3-56 DLB

SECTION 3, T5S, R6W, U.S.B.&M.

2362' FSL 480' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

07 28 06
MONTH DAY YEAR

SCALE: 1" = 1000'

DRAWN BY: B.C.

REV: 11-28-06 J.L.G.

D
TOPO

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 03/02/2007

API NO. ASSIGNED: 43-013-33566

WELL NAME: 5-3-56 DLB

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303-312-8546

CONTACT: REED HADDOCK

PROPOSED LOCATION:

NWSW 03 050S 060W

SURFACE: 2362 FSL 0480 FWL

BOTTOM: 1980 FNL 0660 FWL

COUNTY: DUCHESNE

LATITUDE: 40.07472 LONGITUDE: -110.5529

UTM SURF EASTINGS: 538126 NORTHINGS: 4435936

FIELD NAME: UNDESIGNATED (2)

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 2 - Indian

LEASE NUMBER: 14-20-H62-5500

PROPOSED FORMATION: NHORN

SURFACE OWNER: 4 - Fee

COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

☒ Plat
☒ Bond: Fed[] Ind[2] Sta[] Fee[]
(No. WYB000040)
☒ Potash (Y/N)
☒ Oil Shale 190-5 (B) or 190-3 or 190-13
☒ Water Permit
(No. MUNICIPAL)
☒ RDCC Review (Y/N)
(Date:)
☒ Fee Surf Agreement (Y/N)
☒ Intent to Commingle (Y/N)

LOCATION AND SITING:

___ R649-2-3.
Unit: _____
___ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
___ R649-3-3. Exception
___ Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
☒ R649-3-11. Directional Drill

COMMENTS:

Needs Permit (03-27-07)

STIPULATIONS:

1- Federal Approval
2- Spacing Slip
3- STATEMENT OF BASIS



OPERATOR: BILL BARRETT CORP (N2165)

SEC: 3 T.5S R. 6W

FIELD: UNDESIGNATED (002)

COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING

Field Status

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED

Unit Status

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Wells Status

- GAS INJECTION
- GAS STORAGE
- LOCATION ABANDONED
- NEW LOCATION
- PLUGGED & ABANDONED
- PRODUCING GAS
- PRODUCING OIL
- SHUT-IN GAS
- SHUT-IN OIL
- TEMP. ABANDONED
- TEST WELL
- WATER INJECTION
- WATER SUPPLY
- WATER DISPOSAL
- DRILLING



PREPARED BY: DIANA MASON
DATE: 8-MARCH-2007

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

4/11/2007

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
291	43-013-33566-00-00		GW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD		
Well Name	5-3-56 DLB		Unit		
Field	UNDESIGNATED		Type of Work		
Location	NWSW 3 5S 6W U 2362 FSL 480 FWL GPS Coord (UTM) 538126E 4435936N				

Geologic Statement of Basis

The mineral rights at the proposed location are owned by the Ute Indian Tribe. The BLM will be the agency responsible for evaluating and approving the proposed drilling, casing and cement programs.

Brad Hill

4/11/2007

APD Evaluator

Date / Time

Surface Statement of Basis

The location is proposed in the upper Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 15 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road about 6.6 miles then along a two-track road to be up-graded about 4.6 miles. From this point a new road 150 feet in length will be constructed. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

General topography in the area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

The proposed # 5-3-56 DLB gas well is a directional well located within a patch of pinion-juniper left from a previous chaining project. Topography is flat with a very gentle slope to the north. The target location is 870 feet to the northeast below a steep draw, which would require considerable excavation to construct a pad. No drainage concerns exist at the selected location.

The Utah Division of Wildlife Resources owns the surface for this location and the minerals are owned by the US Government and held in trust for the Ute Indian Tribe. The BLM who represents the Ute Indian Tribe was invited to the pre-site evaluation. No one attended. Ben Williams represented the UDWR.

The selected location appears to be a good site for drilling and operating a well.

To reduce the impact on wintering deer and elk in Lake Canyon the UDWR will require as part of their surface use agreement that no road or pad construction, drilling or use of work-over rigs occur during the critical wintering period of December 1 thru April 15. In addition Mr. Williams representing the UDWR requested that if a pump jack is installed on the location that a reduced sound emission muffler be installed on the motor.

Mr. Williams gave Mr. Beath of Bill Barrett Corp. a copy of his wildlife evaluation and a seed mixture to be used to re-vegetate un-used portions of the disturbed area.

Floyd Bartlett

3/27/2007

Onsite Evaluator

Date / Time

Application for Permit to Drill

Statement of Basis

4/11/2007

Utah Division of Oil, Gas and Mining

Page 2

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 5-3-56 DLB
API Number 43-013-33566-0 **APD No** 291 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NWSW **Sec** 3 **Tw** 5S **Rng** 6W 2362 FSL 480 FWL
GPS Coord (UTM) 538148 4435941 **Surface Owner**

Participants

Floyd Bartlett (DOGM), Mike Beath and Jeff Stringham (Bill Barrett Corp.), Roger Mitchell (Dirt Contractor), Ben Williams (UDWR)

Regional/Local Setting & Topography

The location is proposed in the upper Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 15 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road about 6.6 miles then along a two-track road to be up-graded about 4.6 miles. From this point a new road 150 feet in length will be constructed. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

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The proposed # 5-3-56 DLB gas well is a directional well located within a patch of pinion-juniper left from a previous chaining project. Topography is flat with a very gentle slope to the north. The target location is 870 feet to the northeast below a steep draw, which would require considerable excavation to construct a pad. No drainage concerns exist at the selected location.

The selected location appears to be a good site for drilling and operating a well.

Surface Use Plan

Current Surface Use

Recreational
Wildlife Habitat

New Road

Miles	Well Pad		Src Const Material	Surface Formation
0.02	Width 280	Length 375	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

Dense pinion and juniper patch with little understory. Some sagebrush, slender wheatgrass and other grasses exist.

Deer, elk, coyote, other small mammals and birds.

Soil Type and Characteristics

Shallow shaley sandy loam.

Erosion Issues N**Sedimentation Issues** N**Site Stability Issues** N**Drainage Diverson Required** N**Berm Required?** N**Erosion Sedimentation Control Required?** N**Paleo Survey Run?** N **Paleo Potental Observed?** N **Cultural Survey Run?** Y **Cultural Resources?** N**Reserve Pit****Site-Specific Factors****Site Ranking**

Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	300 to 1320	10
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations	<10	0
Presence Nearby Utility Conduits	Not Present	0

Final Score 30 1 **Sensitivity Level****Characteristics / Requirements**

The reserve pit is planned in an area of cut on the southeast corner of the location. Its size is 100' x 200' x 8' deep with 2 feet of freeboard. A 16 mil liner is required.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** Y**Other Observations / Comments**Floyd Bartlett
Evaluator3/27/2007
Date / Time



March 12, 2007

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Lake Canyon Area #5-3-56 DLB Well
Surface: 2362' FSL & 480' FWL - NWSW, 3-T5S-R6W
Bottom Hole: 1980' FNL & 660' FWL - SWNW, 3-T4S-R6W
Duchesne County, Utah

Dear Ms. Whitney:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-11, pertaining to Directional Drilling and the Location and Siting of Wells.

- The above-mentioned proposed location is within our Lake Canyon Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area and also minimize surface disturbance.
- BBC hereby certifies it owns a working interest along with Berry Petroleum Company, and together we own 100% of the working interest within 460 feet of the entire directional well bore.
- Our ownership rights under our Exploration and Development Agreement with the Ute Indian Tribe and UDC provides for the drilling of exploratory wells. Said agreement provides that we consult with these owners regarding the drilling of this well.

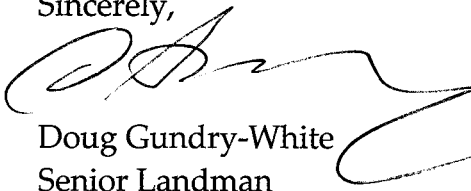
Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. If you should have any questions or need further information, please contact me at 303-312-8129.

RECEIVED

MAR 14 2007

DIV. OF OIL, GAS & MINING

Sincerely,



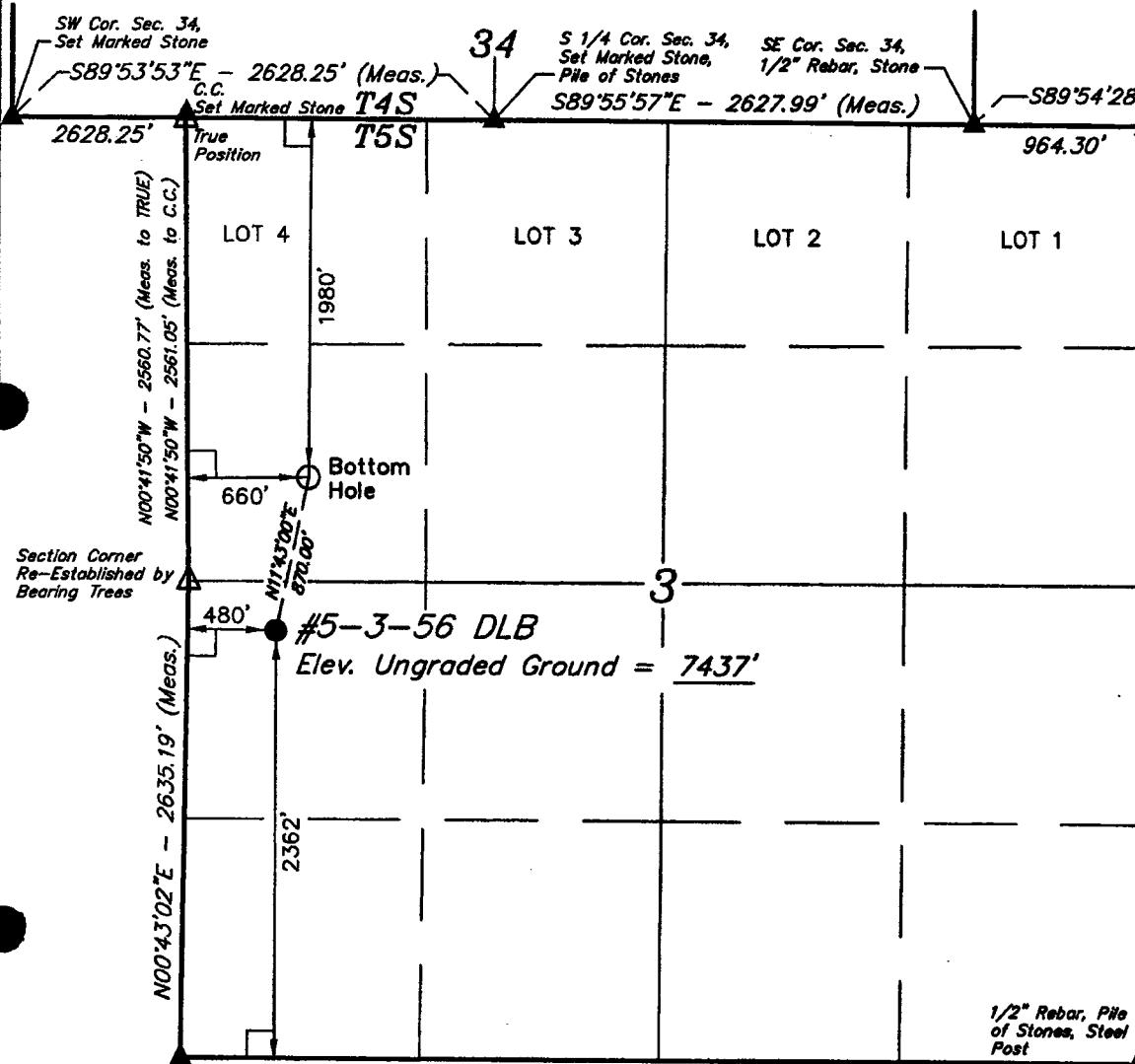
Doug Gundry-White
Senior Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

T5S, R6W, U.S.B.&M.

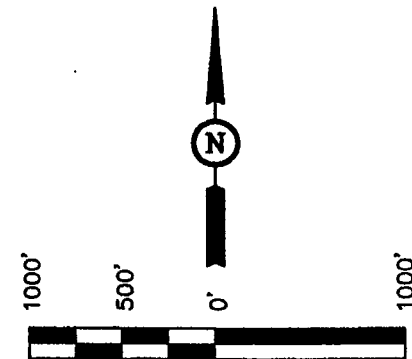
BILL BARRETT CORPORATION

Well location, #5-3-56 DLB, located as shown in the NW 1/4 SW 1/4 of Section 3, T5S, R6W, U.S.B.&M., Duchesne County, Utah.



BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.



SCALE

CERTIFIQ

THIS IS TO CERTIFY THAT THE ABOVE MAP WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTERED IN THE
STATE OF

REVISÉD: 12-12-06

LEGEND:

L = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

△ = SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground)

S89°56'52"W - 5248.18' (Meas.)

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

(NAD 83)

LATITUDE = 40°04'29.04" (40.074733)

LONGITUDE = 110°33'12.08" (110.553356)

(NAD 27)

LATITUDE = 40°04'29.19" (40.074775)

LONGITUDE = 110°33'09.52" (110.552644)

UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078

(435) 789-1017

SCALE 1" = 1000'

DATE SURVEYED:
07-19-06

DATE DRAWN:
07-20-06

PARTY		
D.R.	A.H.	P.M.

REFERENCES	G.L.O. PLAT
------------	-------------

WEATHER	HOT
---------	-----

FILE	BILL BARRETT CORPORATION
------	--------------------------



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

May 14, 2007

Bill Barrett Corporation
1099 18th St., Ste. 2300
Denver, CO 80202

Re: 5-3-56 DLB Well, Surface Location 2362' FSL, 480' FWL, NW SW, Sec. 3,
T. 5 South, R. 6 West, Bottom Location 1980' FNL, 660' FWL, SW NW,
Sec. 3, T. 5 South, R. 6 West, Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-33566.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal District Office

Operator: Bill Barrett Corporation
Well Name & Number 5-3-56 DLB
API Number: 43-013-33566
Lease: 14-20-H62-5500

Surface Location: NW SW Sec. 3 T. 5 South R. 6 West
Bottom Location: SW NW Sec. 3 T. 5 South R. 6 West

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division with 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dustin Doucet at (801) 538-5281

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. In accordance with Utah Admin. R. 649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

6. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

7. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. BIA 14-20-H62-5500
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name UTE INDIAN TRIBE
2. Name of Operator BILL BARRETT CORPORATION		7. If Unit or CA Agreement, Name and No. N/A
3a. Address 1099 18th Street, Suite 2300 Denver CO 80202		8. Lease Name and Well No. # 5-3-56 DLB
3b. Phone No. (include area code) (303) 312-0168		9. API Well No. 43-013-33566
4. Location of Well (Report location clearly and in accordance with any State requirements) At surface NWSW, 2362' FSL, 480' FWL At proposed prod. zone SWNW, 1980' FNL, 660' FWL		10. Field and Pool, or Exploratory Wildcat
11. Sec., T. R. M. or Blk. and Survey or Area Section 3-T5S-R6W U.S.B.&M.		
12. Distance in miles and direction from nearest town or post office* Approximately 14.7 miles southwest of Duchesne, Utah		12. County or Parish Duchesne
13. State UT		
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 480' SHL; 660' BHL	16. No. of acres in lease N/A	17. Operating Unit dedicated to this well 40
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. None w/in 1 mile	19. Proposed Depth 8479'	20. BLM/BIA Bond No. on file Nationwide Bond #WYB000040
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 7437' ungraded ground	22. Approximate date work will start* 06/01/2007	23. Estimated duration 45 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature <i>Reed Haddock</i>	Name (Printed/Typed) Reed Haddock	Date 02/27/2007
-----------------------------------	---	---------------------------

Title
Permit Analyst

Approved by (Signature) <i>Jerry Kucera</i>	Name (Printed/Typed) Jerry Kucera	Date 6-26-2007
---	---	--------------------------

Title
**Assistant Field Manager
Lands & Mineral Resources**

Office

VERNAL FIELD OFFICE

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

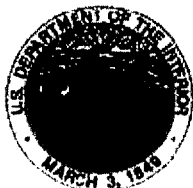
*(Instructions on page 2)

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED
RECEIVED

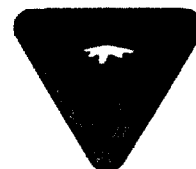
JUN 29 2007

DIV. OF OIL, GAS & MINING



**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East VERNAL, UT 84078 (435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

**Company: Bill Barrett Corp.
Well No: 5-3-56 DLB
API No: 43-013-33566**

**Location: NWSW, Sec. 3, T5S, R6W
Lease No: 14-20-H62-5500
Agreement: N/A**

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer:	Matt Baker	435-781-4490	435-828-4470
Petroleum Engineer:	Michael Lee	435-781-4432	435-828-7875
Petroleum Engineer:	James Ashley	435-781-4470	435-828-7874
Petroleum Engineer:	Ryan Angus	435-781-4430	435-828-7368
Supervisory Petroleum Technician:	Jamie Sparger	435-781-4502	435-828-3913
NRS/Enviro Scientist:	Paul Buhler	435-781-4475	435-828-4029
NRS/Enviro Scientist:	Karl Wright	435-781-4484	
NRS/Enviro Scientist:	Holly Villa	435-781-4404	
NRS/Enviro Scientist:	Chuck MacDonald	435-781-4441	
NRS/Enviro Scientist:	Jannice Cutler	435-781-3400	
NRS/Enviro Scientist:	Michael Cutler	435-781-3401	
NRS/Enviro Scientist:	Anna Figueroa	435-781-3407	
NRS/Enviro Scientist:	Verlyn Pindell	435-781-3402	
NRS/Enviro Scientist:	Darren Williams	435-781-4447	
NRS/Enviro Scientist:	Nathan Packer	435-781-3405	

Fax: 435-781-4410

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

- | | |
|--|--|
| Location Construction
(Notify NRS/Enviro Scientist) | - Forty-Eight (48) hours prior to construction of location and access roads. |
| Location Completion
(Notify NRS/Enviro Scientist) | - Prior to moving on the drilling rig. |
| Spud Notice
(Notify Petroleum Engineer) | - Twenty-Four (24) hours prior to spudding the well. |
| Casing String & Cementing
(Notify Supervisory Petroleum Technician) | - Twenty-Four (24) hours prior to running casing and cementing all casing strings. |
| BOP & Related Equipment Tests
(Notify Supervisory Petroleum Technician) | - Twenty-Four (24) hours prior to initiating pressure tests. |
| First Production Notice
(Notify Petroleum Engineer) | - Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days. |

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

General Surface COAs

- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer AO. A report will be prepared by a BLM permitted paleontologist and submitted to the AO at the completion of surface disturbing activities.

Specific Surface COAs

- State Surface – No COAs.

DOWNHOLE CONDITIONS OF APPROVAL

SITE SPECIFIC DOWNHOLE CONDITIONS OF APPROVAL

- Use 1" tubing to cement top 100 feet of surface casing with class G neat cement (1.18 cubic feet per sack).
- The top of the production casing cement shall extend a minimum of 200 feet above the 9 5/8 inch surface casing shoe.
- All casing strings below the conductor shall be pressure tested to 0.22 psi/ft or 1500 psi, whichever is greater, but not to exceed 70% of the internal yield strength of the casing.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- Blowout prevention equipment BOPE shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources such as Gilsonite, tar sands, oil shale, trona, etc. to the Vernal Field Office, in writing, within 5

working days of each encounter. Each report shall include the well name/number, well location, date and depth from KB or GL of encounter, vertical footage of the encounter and, the name of the person making the report along with a telephone number should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- Chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log CBL will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" Oil and Gas Operations Report OGOR starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 303 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location $\frac{1}{4}$ Sec., Twn, Rng, and P.M..
 - Date well was placed in a producing status date of first production for which royalty will be paid.
 - The nature of the well's production, i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons.
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees NTL 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events fires, accidents, blowouts, spills, discharges as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" BLM Form 3160-4 shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys,

sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples cuttings, fluid, and/or gas shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" Form BLM 3160-5 must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410

<http://www.blm.gov/utah/vernal>



IN REPLY REFER TO:

3160

UT-08300

June 20, 2007



Newfield Production Company

Mandi Crozier

Route #3 Box 3630

Myton, UT 84052

Dear Ms. Crozier:

This letter provides written notification that the submitted Application for Permit to Drill (APD) is complete or contains deficiencies that need to be corrected. Any retained APD which is deficient must be brought to an acceptable level of completion within 45 days of the date of this notice or the APD will be returned unapproved.

NOTICE OF COMPLETENESS OR DEFICIENCIES FOR AN APD

Lease No.: 20G0005609 Well No.: Ute Tribal 13-22-4-2 APD Received Date: 5/11/07

☐ I. APD IS COMPLETE AS SUBMITTED.

☒ II. APD IS DEFICIENT IN THE FOLLOWING AREA(S) [as marked]:

- ☐ A. Designation of Operator.
- ☐ B. Designation of Agent under _____ Unit Agreement.
- ☐ C. Bonding.
- ☐ D. Form 3160-3 is Incomplete.
- ☐ E. Drilling Plan is Complete. OR

Drilling Plan is Deficient in the Following Area(s)

- ☐ 1. Geologic Surface Formations.
- ☐ 2. Estimated Tops of Important Geologic Markers.
- ☐ 3. Estimated Depths of Anticipated Water, Oil, Gas, or Minerals.
- ☐ 4. Proposed Casing Program.
- ☐ 5. Minimum Specifications for Pressure Control.
- ☐ 6. Type and Characteristics of the Proposed Circulation Muds.
- ☐ 7. Auxiliary Safety Equipment to be Used.
- ☐ 8. Testing, Logging, and Coring Programs.
- ☐ 9. Anticipated Abnormal Pressure or Temperature.
- ☐ 10. Anticipated Starting Date and Duration of the Operations.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: BIA 14-20-H62-5500
2. NAME OF OPERATOR: BILL BARRETT CORPORATION		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE INDIAN TRIBE
3. ADDRESS OF OPERATOR: 1099 18TH Street, Ste 2300 CITY DENVER STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME: N/A
PHONE NUMBER: (303) 312-8546		8. WELL NAME and NUMBER: # 5-3-56 DLB
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2362' FSL x 480' FWL		9. API NUMBER: 4301333566
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 3 T5S R6W		10. FIELD AND POOL, OR WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>APD EXTENSION</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BILL BARRETT CORPORATION (BBC) REQUESTS A ONE-YEAR EXTENSION ON THE APD FOR THIS LOCATION. THE ORIGINAL APD WAS APPROVED ON MAY 14, 2007 AND EXPIRES MAY 14, 2008.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 05-06-08
By: [Signature]

COPY SENT TO OPERATOR

Date: 5.7.2008
Initials: KS

NAME (PLEASE PRINT) <u>REED HADDOCK</u>	TITLE <u>PERMIT ANALYST</u>
SIGNATURE <u>[Signature]</u>	DATE <u>5/1/2008</u>

(This space for State use only)

RECEIVED

MAY 06 2008

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 4301333566
Well Name: 5-3-56 DLB
Location: 2362' FSL, 480' FWL, NWSW, SEC. 3, T5S, R6W
Company Permit Issued to: BILL BARRETT CORPORATION
Date Original Permit Issued: 5/14/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

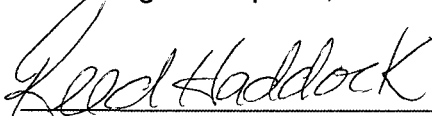
Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

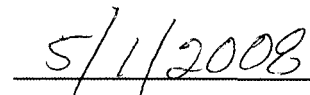
Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐


Signature


Date

Title: PERMIT ANALYST

Representing: BILL BARRETT CORPORATION

RECEIVED

MAY 06 2008

DIV. OF OIL, GAS & MINING



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

June 16, 2009

Tracey Fallang
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, Colorado 80202

Re: APD Rescinded – 5-3-56 DLB Sec. 3 T.5S, R. 6W
Duchesne County, Utah API No. 43-013-33566

Dear Ms. Fallang:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on May 14, 2007. On May 6, 2008 the Division granted a one-year APD extension. On June 4, 2009, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective June 4, 2009.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal





United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Green River District-Vernal Field Office
170 South 500 East
Vernal, UT 84078
(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/ut/st/en/fo/vernal.html>

IN REPLY REFER TO:

3160
UTG011

August 6, 2009

Matt Barber
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Re: 43 013 33566
Notice of Expiration
Well No. 5-3-56 DLB
NWSW, Sec. 3, T5S, R6W
Duchesne County, Utah
Lease No. 14-20-H62-5500

Dear Mr. Barber:

The Application for Permit to Drill for the above-referenced well was approved on June 26, 2007. No extension of the original APD was requested. According to our records, no known activity has transpired at the approved location. In view of the foregoing, this office is notifying you that the approval of the referenced application has expired. If you intend to drill at this location in the future, a new Application for Permit to Drill must be submitted.

This office requires a letter confirming that no surface disturbance has been made for this drill site. Any surface disturbance associated with the approved location of this well is to be rehabilitated. A schedule for this rehabilitation must be submitted to this office. Your cooperation in this matter is appreciated.

If you have any questions regarding this matter, please contact me at (435) 781-3428.

Sincerely,

Robin R. Hansen
Legal Instruments Examiner

cc: UDOGM
BIA
Ute Tribe

RECEIVED
SEP 15 2009
DIV. OF OIL, GAS & MINING